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Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT**DISTRICT OF NEVADA**

In re:

THE RHODES COMPANIES, LLC, aka
"Rhodes Homes," et al.,¹

Debtors.

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)

Chapter 11

Affects:

☒
☐

All Debtors

Affects the following Debtor(s)

Hearing Date: December 17, 2009

Hearing Time: 9:30 a.m.

Courtroom 1

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

**SECOND INTERIM APPLICATION OF
PACHULSKI STANG ZIEHL & JONES LLP FOR ALLOWANCE
AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD JULY 1, 2009 THROUGH SEPTEMBER 30, 2009;
DECLARATION IN SUPPORT THEREOF**

TO THE HONORABLE LINDA B. RIEGLE, UNITED STATES BANKRUPTCY JUDGE:

By this Application, Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), as co-counsel for the debtors and debtors in possession in the above-captioned cases (the “Debtors”), respectfully applies for an order of this Court: (i) allowing interim compensation to PSZJ for services rendered and expenses incurred in its representation of the Debtors during the period from July 1, 2009 through September 30, 2009 (the “Interim Period”), in the total amount of \$658,505.55 (which amount reflects a voluntary write-off of professional fees and costs in the amount of \$12,606.33), comprising services rendered in the amount of \$631,984.00 and expenses incurred in the amount of \$26,521.55; (ii) authorizing and directing the Debtors to pay PSZJ the unpaid balance of that amount, or \$94,797.60; (iii) authorizing PSZJ to be paid the unpaid balance of \$11,530.56 for PSZJ’s prepetition expenses; and (iv) granting any other relief that this Court deems necessary and appropriate (the “Application”).

PSZJ submits this Application in accordance with the “Order Granting Debtors’ Motion for Administrative Order Pursuant to Sections 105(A) and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals”, entered May 18, 2009 (the “Interim Compensation Order”), 11 U.S.C. §331, Rules 2002(a)(6) and 2016 of the Federal Rules of Bankruptcy Procedure, LR 2016, and the Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses Filed Under 11 U.S.C. §330 (the “Fee Guidelines”). In support of this Application, PSZJ respectfully represents and shows as follows:

I.

SUMMARY OF PSZJ ENGAGEMENT

1. PSZJ is a national firm that specializes in business reorganizations, corporate insolvency matters, commercial litigation, bankruptcy-related asset acquisitions, real estate matters in the bankruptcy context, bankruptcy litigation and appellate advocacy-all of which are areas in

1 which PSZJ attorneys have extensive experience. In the insolvency area, PSZJ represents debtors,
2 creditors, equity holders, committees, trustees, landlords, potential acquirers of assets, and other
3 parties with interests in financially distressed businesses. PSZJ has offices in Los Angeles, San
4 Francisco, Delaware and New York, and handles matters throughout the United States.

5 2. Pursuant to the “Order Granting Application of Debtors and Debtors in Possession to
6 Employ Pachulski Stang Ziehl & Jones LLP as General Bankruptcy Counsel *Nunc Pro Tunc* to the
7 Petition Date” (the “Retention Order”), entered on May 21, 2009, this Court authorized the Debtors
8 to employ PSZJ as bankruptcy counsel in these proceedings. The terms and conditions of
9 employment and compensation, source of compensation are all set forth in the engagement letter
10 previously filed and approved by the Retention Order.

11 3. Except as otherwise set forth in this Application, no payments have been made or
12 promised to PSZJ for services rendered or to be rendered in any capacity whatsoever in connection
13 with these cases other than as may be authorized upon application to and order of this Court.
14 Neither PSZJ nor any shareholders or associates of the Firm has any agreement or any understanding
15 of any kind or nature to divide, pay over, or share any portion of the fees to be awarded with any
16 other person or attorney except among partners and associates of the Firm.

17 4. The PSZJ attorneys who have been principally responsible for rendering services to
18 the Debtors during this Interim Period have been James I. Stang, Shirley S. Cho, and Werner Disse.
19 Other PSZJ attorneys and staff have rendered services as needed. In general, tasks have been
20 allocated among PSZJ’s attorneys based upon the comparative expertise of a particular attorney in
21 various aspects of these cases. Whenever feasible, work was allocated to attorneys with lower
22 hourly rates. PSZJ believes that it provided services were provided in an efficient and economic
23 manner. Nevertheless, in the exercise of its billing discretion, PSZJ has written off \$12,606.33 in
24 professionals fees and costs incurred by PSZJ during the Interim Period.

25 5. The following exhibits covering the Interim Period are annexed to this Application:

26 • Exhibit 1 lists the billing rates for all PSZJ professionals who rendered services to the
27 Debtors, and a summary of the hours billed and fees incurred on behalf of the Debtors by each of
28 those persons.

1 • Exhibit 2 contains a summary of the total fees incurred for each activity category on a
2 monthly basis.

3 • Exhibit 3 contains a summary of the total expenses incurred for each of the expense
4 categories on a monthly basis.

5 • Exhibit 4 contains a summary of the total fees incurred for each activity on a Debtor-by-
6 Debtor basis.

7 • Exhibit 5 contains copies of invoices.

8 II.

9 SUMMARY OF PRIOR FEE REQUESTS

10 6. On August 14, 2009, PSZJ filed its First Interim Application for Allowance and
11 Payment of Compensation and Reimbursement of Expenses as Co-Counsel to the Debtors and
12 Debtors in Possession for the Period of March 31, 2009 through June 30, 2009 [Docket No. 608]
13 (the "First Interim Fee Application") seeking allowance of \$903,777.76, consisting of services
14 rendered in the amount of \$865,249.50 and expenses incurred in the amount of \$38,528.26. On
15 August 28, 2009, the United States Trustee filed its objection to the First Interim Fee Application
16 [Docket No. 448] (the "UST Objection"). The UST Objection was resolved by PSZJ further
17 reducing its fees by \$5,204.50. On October 20, 2009, the Court entered an order granting the First
18 Interim Fee Application in the amount of \$898,573.26 [Docket No. 612]. On account of such
19 Order, PSZJ was paid the 15% holdback of fees in the amount of \$124,500.63.

20 III.

21 SUMMARY OF COMPENSATION REQUEST

22 7. As set forth in Exhibit 5, during the Interim Period, PSZJ incurred \$631,984.00 in
23 fees, representing 1,290.80 hours of service, and \$26,521.55 in costs and expenses. PSZJ served
24 monthly fee statements for the months of July, August and September, 2009 on all required parties
25 pursuant to the Interim Compensation Order. No party objected to the monthly fee statements, and
26 the Debtors paid PSZJ eighty-five percent (85%) of the requested fees and one-hundred percent
27 (100%) of the requested expenses in accordance with the Interim Compensation Order. The Debtors
28 have also been provided the monthly fee statements and have approved the monthly fee statements.

As of the date hereof, the balance owed to PSZJ for services rendered during the Interim Period is \$94,797.60.

8. The following table summarizes the monthly fees and expenses incurred and payments made to PSZJ during the Interim Period:

Period	Fees and Expenses Incurred	Payment Received	Date Payment Received	Amount Owed (15% Holdback)
July 1, 2009 – July 31, 2009	\$243,598.50 (fees) \$ 8,788.13 (expenses)	\$207,058.73 (fees) \$ 8,788.13 (expenses)	11/3/09	\$36,539.78
August 1, 2009 – August 31, 2009	\$227,179.50 (fees) \$ 8,755.37 (expenses)	\$193,102.57 (fees) \$ 8,755.37 (expenses)	10/06/09	\$34,076.93
September 1, 2009 – September 30, 2009	\$161,206.00 (fees) \$ 8,978.05 (expenses)	\$137,025.10 (fees) \$ 8,978.05 (expenses)	11/13/09	\$24,180.90
Totals	\$631,984 (fees) \$ 26,521.55 (expenses)	\$537,186.40 (fees) \$ 26,521.55 (expenses)		\$94,797.60
Total Due				\$94,797.60

9. PSZJ received advance payments from the Debtors prior to the Petition Date in the amount of \$1,159,893² in connection with its prepetition representation of the Debtors (the “Advance Payment Retainer”). The payment on account of PSZJ’s July monthly fee statement was drawn against the retainer held by PSZJ by agreement with the Debtors. Currently, the remaining balance of PSZJ’s Advance Payment Retainer is \$671,830.66.

10. By this Application, PSZJ is also requesting that the Debtors be authorized to pay PSZJ \$11,530.56 from the Advance Payment Retainer on account of prepetition expenses. Just before the Petition Date, PSZJ estimated its prepetition fees and expenses to be \$234,978 and paid itself this estimated amount from the Advance Payment Retainer. Based on actual expenses posted after the Petition Date, the amount of prepetition fees and costs was \$246,508.56 rather than \$234,978.00. As a result, PSZJ underestimated its prepetition costs by \$11,530.56 and has not been paid for this amount. Because PSZJ is holding a retainer in excess of the underestimated amount, or \$671,830.66, PSZJ respectfully requests that it be allowed to draw down on the Advance Payment Retainer for this amount.

² This amount was incorrectly listed as \$1,149,893 in PSZJ’s *Application of Debtors and Debtors in Possession to Employ Pachulski Stang Ziehl & Jones LLP as General Bankruptcy Counsel Nunc Pro Tunc to the Petition Date* [Docket Number 37] (the “Employment Application”).

IV.

A. General Background

1 sections 1107 and 1108 of the Bankruptcy Code. The Debtors have paid all invoices received to the
2 United States Trustee and have filed all monthly operating reports for 32 entities.

3 15. On April 13, 2009, the Court granted the Debtors' Motion for Joint Administration of
4 Related Chapter 11 Cases and Setting Single Bar Date and Meeting of Creditors (the "Joint
5 Administration Motion"). Pursuant to the Joint Administration Motion, these cases are being jointly
6 administered for procedural purposes only.

7 16. On May 26, 2009 the Court appointed an Official Committee of Unsecured Creditors
8 (the "Creditors' Committee") pursuant to section 1102 of the Bankruptcy Code in the Debtors'
9 jointly administered cases.

10 **B. Progress Towards Reorganization**

11 17. During the Interim Period, PSZJ spent the most time for work under the Plan and
12 Disclosure Statement category, or \$254,333.00. In response to the Debtors' request for an extension
13 of their exclusivity periods to file a plan of reorganization and solicit acceptances thereon, the First
14 Lien Steering Committee objected. The exclusivity extension motion was resolved by the Debtors
15 agreeing to terminate exclusivity in exchange for the First Lien Steering Committee's agreement to
16 mediate before a neutral third party. On July 21, 2009, this Court approved the stipulation by all key
17 parties (the Creditors' Committee, the First Lien Steering Committee, the First Lien Agent, the
18 Second Lien Agent, and the non-Debtor Rhodes Entities) agreeing to mediate in exchange for the
19 termination of exclusivity. [Docket No. 336]
20

21 18. Accordingly, during the Interim Period, PSZJ coordinated the format of the
22 mediation, prepared the Debtors' mediation statement, and participated in a mediation pre-
23 conference with Judge Neiter. PSZJ also responded to information requests from Judge Neiter and
24 spent time preparing a mediation presentation for the mediation itself outlining the key issues at the
25 suggestion of Judge Neiter. The mediation occurred on August 17, 2009, August 24, 2009 and
26 August 25, 2009 before the Honorable Richard Neiter, Central District of California, in Los Angeles.
27 PSZJ participated in the mediation on behalf of the Debtors.
28

19. Both prior to and after the mediation, the Debtors continued negotiations with the key mediation parties regarding the structure of a consensual plan. PSZJ conducted analysis into various issues concerning the proposed plan structure. After the mediation, several rounds of term sheets were exchanged for several weeks, ultimately culminating in the final term sheet that was signed on September 25, 2009.

20. During the Interim Period, PSZJ also reviewed and commented on several drafts of the consensual plan and disclosure statement, which were also filed on September 25, 2009. PSZJ also reviewed ancillary documents relating to the plan, such as the plan timeline, the solicitation motion, and solicitation order.

C. Other Majority Activity During the Second Interim Fee Period

21. PSZJ spent the second most amount of time during the Interim Period for work under the Claims Analysis and Objection category, or \$113,291.00. PSZJ worked closely with the Debtors in reviewing and reconciling the over 460 claims filed in these cases. During the Interim Period, PSZJ sent out dozens of letters to creditors asking them to withdraw or amend their filed claims as appropriate, resulting in 88 claim withdrawal or amendment forms being filed totaling \$1,465,650.43 in reduction of filed claims against the Debtors' estates. PSZJ also filed 5 claim objections to filed claims, resulting in a disallowance of 8 claims totaling \$1,037,327.90.

22. Additionally, the IRS filed over \$2.8 million in claims during the Interim Period, of which the Debtors were able to obtain a reduction of over \$1.2 million in IRS claims. In total, PSZJ assisted the Debtors in obtaining a reduction of \$8.7 million of claims during the Interim Period (including the amounts discussed in the next paragraph).

23. PSZJ spent the third most amount of time during the Interim Period for work under the Stay Litigation category, or \$61,442.50. PSZJ worked on six relief from stay requests during the Interim Period. In three cases, PSZJ coordinated the consensual lifting of the stay to allow various settlements to proceed and in connection therewith, negotiated the stipulations for lifting the stay resulting in the withdrawal of 41 claims associated with the litigation totaling more than \$5 million, and drafted the corresponding motions to approve 9019 settlements. PSZJ also coordinated the lift stay of two other relief from stay requests where the claimant sought relief to pursue insurance

proceeds. Finally, PSZJ opposed a relief from stay request filed by Harsch Investments, which motion has been continued from time to time at the request of movant's counsel.

V.

SUMMARY OF SERVICES RENDERED

A. Project Billing and Narrative Statement of Services

24. In accordance with the Fee Guidelines, PSZJ classified all services performed for which compensation is being sought into categories. PSZJ attempted to place the services performed for which compensation in the category that best relates to the service provided. However, because certain services may relate to one or more categories, services pertaining to one category may, in fact, be included in another category. PSZJ has established the following billing categories and used such categories in these cases:

- Asset Analysis
- Avoidance Actions
- Asset Disposition
- Bankruptcy Litigation
- Case Administration
- Claims Analysis/Objection
- Compensation of Professionals
- Compensation of Professionals/Others
- Employee Benefit/Pension
- Executory Contracts
- Email Exchange
- Fee/Employment Applications
- Financial Filings
- Financing
- General Creditors' Committee
- Hearings
- Insurance Coverage
- Litigation (Non-Bankruptcy)
- Operations
- Plan and Disclosure Statement
- Retention of Professionals/Other
- Stay Litigation
- Travel

25. A more detailed summary of work performed under each category is below.

B. Asset Analysis: Fees: \$119.00 Hours: .20

26. This category relates to issues regarding asset analysis. During the Interim Period, PSZJ communicated with the Creditors' Committee regarding extension of its deadline to challenge the liens of the First Lien Lenders under the terms of the final cash collateral order.

C. Avoidance Actions:

Fees: \$1,892.50

Hours: 4.50

27. This category relates to time spent analyzing preference claims.

D. Asset Disposition:

Fees: \$18,899.50

Hours: 36.50

28. This category relates to issues regarding asset disposition. During the Interim Period, PSZJ, among other things, drafted a noncore asset sale procedures motion, which was approved by the Court [Docket No. 462] and assisted with the sale of a noncore asset pursuant to the terms of the noncore asset sale procedures order.

E. Bankruptcy Litigation:

Fees: \$52,984.00

Hours: 74.80

29. This category relates to issues regarding bankruptcy litigation. During the Interim Period, PSZJ, among other things, spent time preparing for and conducting the deposition of the First Lien Steering Committee's witness and defending the Debtors' witness in connection with the contested exclusivity and cash collateral motions. PSZJ also spent time responding to various relief from stay requests.

F. Case Administration:

Fees: \$4,490.50

Hours: 12.30

30. This category relates to issues regarding case administration. PSZJ performed case management functions such as: (1) maintaining a memorandum of critical dates; (2) coordinating the filing of various notice of entries of orders; and (3) coordinating service of pleadings.

G. Claims Administration and Objection:

Fees: \$113,291.00

Hours: 370.8

31. This category relates to issues regarding claims administration and objection, as discussed in more detail above. During the Interim Period, PSZJ, among other things: (1) responded to inquiries from creditors; (2) reviewed and analyzed asserted claims, tax claims, administrative claims; (3) reached out to claimants to withdraw claims; (4) prepared objections to claims asserted for amounts that were not owed by the Debtors; and (5) analyzed potential additional claims objections.

H. Compensation of Professionals:

Fees: \$3,204.00

Hours: 6.40

32. This category relates to issues regarding the compensation of PSZJ. During the Interim Period, PSZJ, among other things, performed work regarding preparation and service of monthly fee statements.

I. Compensation of Professionals-Others: Fees: \$16,060.50 Hours: 31.90

33. This category relates to issues regarding the compensation of professionals other than PSZJ. During the Interim Period, PSZJ, among other things: (1) reviewed fee statements from other professionals for reasonableness; (2) coordinated the filing of fee applications of the Debtors' professionals; and (3) coordinated the return of retainers of certain professionals whose services were no longer needed.

J. Employee Benefits: Fees: \$892.50 Hours: 1.50

34. This category relates to issues regarding employee benefits and general employee issues. During the Interim Period, PSZJ researched and reviewed issues relating to specific employee matters.

K. Executory Contracts: Fees: \$11,871.50 Hours: 28.10

35. This category relates to issues regarding executory contracts and unexpired leases of real property. During the Interim Period, PSZJ, among other things: (1) contacted the landlords to receive written consent to extend the deadline to assume or reject non-residential real estate leases; (2) drafted the second Motion to Extend Time Within Which Debtors May Assume or Reject Unexpired Leases of Nonresidential Real Proper [Docket No. 497], which motion was granted by Order entered on October 29, 2009 [Docket No. 657]; and (3) analyzed contracts for assumption in connection with the plan.

L. Email Exchange: Fees: \$3,817.00 Hours: 6.80

36. This category relates to issues regarding employee benefits and general employee issues that should have been billed under the category of Employee Benefits above, but were inadvertently billed under the category Email Exchange. During the Interim Period, PSZJ researched and reviewed issues relating to specific employee matters.

M. Fee/Employment Application: Fees: \$21,131.50 Hours: 56.50

37. This category relates to issues regarding fee application issues. During the Interim Period, PSZJ, among other things: (1) prepared the first interim fee application; (2) performed work regarding fee statement letters; and (3) corresponded and conferred regarding fee issues.

N. Financial Filings:

Fees: \$3,285.00 Hours: 10.20

38. This category relates to issues regarding compliance with reporting requirements. During the Interim Period, PSZJ, among other things, (1) performed work regarding the Debtors' amended Schedules and Statements and (2) attended to questions regarding the monthly operating reports.

O. Financing:

Fees: \$15,500.50 Hours: 26.70

39. This category relates to issues regarding use of cash collateral. During the Interim Period, PSZJ, among other things: (1) drafted a reply to the First Lien Steering Committee's objection to use of cash collateral order; (2) reviewed and commented on several budgets; (3) drafted and negotiated cash collateral stipulations and orders; and (4) conferred regarding financing issues.

P. General Creditors Committee:

Fees: \$714.00 Hours: 1.20

40. This category relates to general Creditors' Committee issues. During the Interim Period, PSZJ, among other things, provided information requested to the Creditors' Committee.

Q. Hearing:

Fees: \$17,158.00 Hours: 37.80

41. This category relates to issues regarding hearings. During the Interim Period, PSZJ, among other things: (1) prepared for and attended Court hearings on various matters before the Court; (2) prepared hearing agendas for the hearings; (3) prepared exhibits and other necessary documents for the hearings; and (4) performed follow-up tasks following the hearings.

R. Insurance Coverage:

Fees: \$9,988.00 Hours: 14.40

42. This category relates to issues regarding insurance issues. During the Interim Period, PSZJ, among other things analyzed insurance issues as they relate to the plan of reorganization and also the Debtors' operations.

S. Operations:

Fees: \$10,548.50 Hours: 18.30

43. This category relates to issues regarding business operations. During the Interim Period, PSZJ, among other things: (1) performed work regarding insurance issues; and (2) attended to issues regarding closing certain bank accounts.

1 **T. Plan and Disclosure Statement:** Fees: \$254,333.00 Hours: 413.80

2 This category relates to issues regarding the plan and disclosure statement, as discussed in
3 more detail above.

4 **U. Retention of Professionals—Others:** Fees: \$3,228.00 Hours: 6.20

5 44. This category relates to issues regarding the retention of professionals, other than the
6 Firm. During the Interim Period, PSZJ, among other things, coordinating the retention of various
7 ordinary course professionals.

8 **V. Stay Litigation:** Fees: \$61,442.50 Hours: 122.30

9 45. This category relates to issues regarding stay litigation and is described in more detail
10 above. During the Interim Period, PSZJ, among other things: (1) performed work regarding notices
11 of stay; (2) performed work regarding relief from stay motions; (3) reviewed and analyzed the
12 Harsch relief from stay motion and prepared an opposition to such motion; (4) performed research;
13 and (5) corresponded and conferred regarding stay litigation matters.

14 **W. Travel:** Fees: \$7,133.00 Hours: 9.60

15 46. During the Interim Period, PSZJ attorneys incurred non-working time while traveling
16 on case matters. Such time is billed at one-half the normal time.

17 **VI.**

18 **SUMMARY OF COSTS AND EXPENSES**

19 47. The Fee Guidelines require that an application seeking reimbursement of expense
20 include a summary listing of all expenses by category and month. Accordingly, annexed hereto as
21 Exhibit 4 is a summary of the total reimbursable expenses incurred by PSZJ on a monthly basis
22 during the Interim Period broken down by expense category. The total costs and expenses incurred
23 during the Interim Period for which PSZJ seeks reimbursement is \$26,521.55.

24 48. To assist the Court in reviewing PSZJ's request for reimbursement of the expenses
25 incurred in connection with its representation of the Debtors during the Interim Period, PSZJ's
26 accounting procedures for the general categories of costs and expenses for which it seeks
27 reimbursement by this Application are described below. The majority of the requested expenses are
28 charged at rates customarily applied to PSZJ's non-debtor clients.

B. Air Fare

49. The total expenses in this expense category for the Interim Period were \$2,056.20.

C. Airport Parking

50. The total expenses in this expense category for the Interim Period were \$137.00.

D. Auto Travel Expense

51. The total expenses in this expense category for the Interim Period were \$360.48.

E. Working Meals

52. The total expenses in this expense category for the Interim Period were \$335.55.

F. Conference Call

53. The Firm bills the actual cost of conference call services directly to its clients, without any surcharge. The total expenses in this expense category for the Interim Period were \$328.82.

G. Federal Express

54. When the exigencies require, the Firm used messenger and overnight courier services, such as Federal Express, to deliver documents. The Firm charges its clients for the actual costs of such services. The total expenses in this expense category for the Interim Period were \$388.91.

H. Hotel Expense

55. The total expenses in this expense category for the Interim Period were \$1,103.30.

I. Incoming Faxes

56. The total expenses in this expense category for the Interim Period were \$2.00.

J. In-House Messenger Service

57. The total expenses in this expense category for the Interim Period were \$40.64.

K. Lexis/Nexis –Legal Research

58. The total expenses in this expense category for the Interim Period were \$6,224.62.

L. Outside Services

59. The total expenses in this expense category for the Interim Period were \$844.77.

M. Pacer – Court Research

60. The total expenses in this expense category for the Interim Period were \$950.08.

N. Postage

61. The Firm bills the actual postage costs without surcharge. The total expenses in this expense category for the Interim Period were \$555.72.

O. Reproduction Expense

62. The Firm's internal photocopying projects are billed at the rate of \$.20 per page. This rate is comparable to the rate charged by a substantial number of other law firms in the community in both bankruptcy and non-bankruptcy engagements. However, for this engagement, the Debtors wrote down their copy costs to \$.10 per page. The total expenses in this expense category for the Interim Period were \$6,764.90.

P. Reproduction/Scan Copy

63. Items in this category are billed at the rate of \$.10 per page. The total expenses in this expense category for the Interim Period were \$1,422.20.

Q. Travel Expense

64. The total expenses in this expense category for the Interim Period were \$580.00.

R. Transcript

65. This expense category includes costs incurred by the Firm for copies of transcripts in connection with deposition testimony. The total expenses in this expense category for the Interim Period were \$2,398.50.

S. Westlaw – Legal Research

66. The total expenses in this expense category for the Interim Period were \$2,027.86.

VII.**THE FEES AND EXPENSES REQUESTED SHOULD BE AWARDED****BASED UPON APPLICABLE LAW**

The fees and expenses requested by this Application are an appropriate award for PSZJ's services in acting as counsel to the Debtors.

A. Factors in Evaluating Requests for Compensation

Pursuant to section 330 of the Bankruptcy Code, the Court may award to a professional person, reasonable compensation for actual, necessary services rendered, and reimbursement for actual, necessary expenses incurred. 11 U.S.C. § 330. As set forth above, the fees for which the Firm requests compensation and the costs incurred for which the Firm requests reimbursement are for actual and necessary services rendered and costs incurred.

The professional services rendered by the Firm have required an expenditure of substantial time and effort. During the Interim Period, in excess of 1,290.80 hours have been recorded by members of the Firm, and additional hours of work were incurred and was written off. The Firm's blended hourly rate in this case for the Interim Period, including paraprofessionals, is \$489.61.

Moreover, time and labor devoted is only one of many pertinent factors in determining an award of fees and costs. Based on the skills brought to bear in this case by the Firm and the results obtained and in light of the accepted lodestar approach, the Firm submits that the compensation requested herein is reasonable and appropriate.

B. The Lodestar Award Should Be Calculated by Multiplying a Reasonable Hourly Rate by the Hours Expended

In determining the amount of allowable fees under section 330(a), courts are to be guided by the same "general principles" as are to be applied in determining awards under the federal fee-shifting statutes, with "some accommodation to the peculiarities of bankruptcy matters." *Burgess v. Klenske (In re Manoa Finance Co.)*, 853 F.2d 687, 691 (9th Cir. 1988); *see also In re Schaeffer*, 71 B.R. 559, 563 (Bankr. S.D. Ohio 1987). Twelve factors relevant to determining such fees were identified in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-719 (5th Cir. 1974) (a Title VII class action case under the Civil Rights Act of 1964), and *Kerr v. Screen Extras Guild, Inc.*, 526 F. 2d 67, 70 (9th Cir. 1975): (1) the time and labor required, (2) the novelty and difficulty of the questions, (3) the skill requisite to perform the legal service properly, (4) the preclusion of other employment by the attorney due to acceptance of the case, (5) the customary fee, (6) whether the fee is fixed or contingent, (7) time limitations imposed by the client or the circumstances, (8) the amount involved and the results obtained, (9) the experience, reputation, and ability of the attorneys, (10) the undesirability of the case, (11) the nature and length of the professional relationship with the

client, and (12) awards in similar cases. *See American Benefit Life v. Baddock (In re First Colonial Corp.)*, 544 F.2d 1291 (5th Cir. 1977), (*Johnson* criteria applicable in bankruptcy cases).

While the *Johnson* and *Kerr* courts only offered guidelines as to relevant factors, in 1984, the Supreme Court, in enunciating guidelines to determine reasonable fees under the Civil Rights Attorney's Fees Award Act of 1976, 42 U.S.C. § 1988, held:

The initial estimate of a reasonable attorney's fee is properly calculated by multiplying the number of hours reasonably expended on the litigation times a reasonable hourly rate. Adjustments to that fee then may be made as necessary in the particular case.

Blum vs. Stenson, 465 U.S. 886 (1984) (citation omitted). This is the so-called "lodestar" calculation.

While the lodestar approach is the primary basis for determining fee awards under the federal fee-shifting statutes and under the Bankruptcy Code, the other factors still apply in calculating the appropriate hourly rate to use under the lodestar approach. For example, when, in *Boddy v. Bankruptcy Court (In re Boddy)*, 950 F.2d 334, 337 (6th Cir. 1991), the Sixth Circuit Court of Appeals rejected an approach to fees (in chapter 13 cases) that dictated only a "normal and customary" fee should be awarded absent exceptional results, the Sixth Circuit nonetheless acknowledged that:

The court can legitimately take into account the typical compensation that is adequate for attorney's fees in Chapter 13 cases, as long as it expressly discusses these factors in light of the reasonable hours worked and a reasonable hourly rate. The bankruptcy court also may exercise its discretion to consider other factors such as the novelty and difficulty of the issues, the special skills of counsel, the results

obtained, and whether the fee awarded is commensurate with fees for similar professional services in non-bankruptcy cases in the local area.

950 F.2d at 338. Thus, the twelve oft-cited *Johnson* and *Kerr* factors remain relevant:

1. The Time and Labor Required: The time for which compensation is sought is set forth in detail in the exhibits hereto. In light of the scope of services rendered and the results achieved during the Interim Period, the Firm's services and time expenditures are reasonable.

2. The Novelty and Difficulty of the Questions Involved: The case included a number of matters and issues requiring a high degree of knowledge and skill.

1 3. The Skill Requisite to Perform the Legal Services Properly: The Firm believes its
2 professionals have exhibited a high level of skill in representing the Debtors and dealing with issues
3 and disputes regarding investigation of assets and claims, and litigation.

4 4. The Preclusion of Other Employment by the Attorney Due to the Acceptance of the
5 Case: The case involved a number of matters and issues that required substantial amounts of time
6 clearly precluding the acceptance of alternative employment as to the many hours worked.

7 5. The Customary Fee: The compensation the Firm seeks by way of this Application is
8 the customary compensation sought by the Firm and other professionals representing trustees,
9 committees, and debtors in similar circumstances. In addition to write offs of charges typically
10 billed by the Firm to private clients but not typically permitted by this Court and in addition to time
11 for which attorneys and paralegals of the Firm elected not to bill, the Firm has additionally
12 voluntarily reduced its total fee request by \$12,606.33.

13 6. Whether the Fee Is Fixed or Contingent: The Firm seeks fixed compensation based
14 on the lodestar formula, which it believes is appropriate in this case.

15 7. Time Limitations Imposed by the Circumstances: The time demands on the Firm
16 have varied during the Fee Period, and have included some periods of time where the Firm's
17 attorneys had to work very extensive hours for a number of the matters that arose during the Fee
18 Period.

19 8. The Amount Involved and the Results Obtained: The Firm obtained demonstrable
20 results for its work and the amounts incurred were reasonable and appropriate.

21 9. The Experience, Reputation and Abilities of the Firm: The experience, reputation,
22 and abilities of the Firm's attorneys are well known and respected in this community.

23 10. The Undesirability of This Case: This case was not undesirable.

24 11. The Nature and Length of the Professional Relationship with the Client: Applicant
25 has represented the Debtors since December 2008.

26 12. Awards in Similar Cases: The award Applicant seeks in this case is similar to
27 awards that counsel has received in similar cases. Exhibit 5 is a copy of the Firm's time reports and
28 records kept in the regular course of business reflecting the services rendered and the expenses

1 incurred by the Firm during the Interim Period. The time reports are organized on a daily basis. The
2 Firm is sensitive to issues of “lumping” and, unless time was spent in one time-frame on a variety of
3 different matters for a particular client, separate time entries are set forth in the time reports. The
4 Firm’s charges for its professional services are based upon the time, nature, extent and value of such
5 services, and the cost of comparable services in this area, other than in a case under the Bankruptcy
6 Code.

7 The Firm’s charges for its professional services are based upon the time, nature, extent and
8 value of such services, and the cost of comparable services in the Los Angeles area other than in a
9 case under the Bankruptcy Code. The Firm customarily charges its clients only for copying charges,
10 facsimile transmissions, postage, and unusual expenses, i.e., travel, court costs, electronic research
11 and special delivery services, including Federal Express. In-house photocopying for this case is
12 charged at \$.10 per copy; for voluminous photocopying projects, the Firm uses an outside service,
13 and passes through the actual charge. Similarly, electronic research, court costs, and messenger,
14 mail and other delivery charges are passed through at actual charge. Facsimile transmission for this
15 case is charged at \$1.00 per page for outgoing faxes, and \$.10 cents per page for incoming faxes.

16 The requested fees and expenses shall be paid from the estate only as and when available. As
17 of the date of this Application, PSZJ is informed that the Debtors are holding in their trust accounts
18 in excess of \$5 million.

19 VIII.

20 CONCLUSION

21 PSZJ believes that the services rendered for which compensation is sought by this
22 Application have been beneficial to the estates, that the costs incurred have been necessary and
23 proper, and that the sums requested for the services rendered and costs incurred are fair and
24 reasonable.
25

26 The interim compensation sought in this Application is not final. Upon the conclusion of this
27 case, PSZJ will seek final approval of fees and costs for the totality of the services rendered in this
28

1 case. Any interim fees approved by the Court and received by PSZJ will be credited against such
2 final fees and costs as this Court may allow.

3 WHEREFORE, PSZJ respectfully requests that this Court, issues an order: (i) allowing PSZJ
4 interim compensation for services rendered and expenses incurred during the Interim Period in the
5 amount of \$658,505.55 representing services rendered in the amount of \$631,984.00 and expenses
6 incurred in the amount of \$26,521.55 (ii) authorizing and directing the Debtors to pay the unpaid
7 balance of that amount, \$94,797.60 to PSZJ; (iii) authorizing and directing the Debtors to pay PSZJ
8 the unpaid balance of \$11,530.56 for PSZJ's prepetition fees and costs; and (iv) granting any other
9 relief that this Court deems necessary and appropriate.

10 **DATED** this 13th day of November 2009

11 **PACHULSKI STANG ZIEHL & JONES LLP**

12 /s/ James I. Stang

13 James I. Stang, Esq. (CA Bar No. 94435)
14 Shirley S. Cho., Esq. (CA Bar No. 192616)
15 Werner Disse, Esq. (CA Bar No. 143458)
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21 scho@PSZJlaw.com
22 wdisse@PSZJlaw.com

23 Attorneys for Debtors and Debtors in Possession
24
25
26
27
28

DECLARATION OF JAMES I. STANG

I, James I. Stang, declare:

1. I am a principal of Pachulski, Stang, Ziehl, & Jones LLP (“PSZJ” or the “Firm”). I submit this Declaration in support of the First Interim Application of Pachulski Stang Ziehl & Jones LLP for Allowance and Payment of Compensation and Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period July 1, 2009 through September 30, 2009 (the “Application”).

2. I am familiar with the services rendered by the Firm as counsel for the Debtors and Debtors in Possession.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 12th day of November 2009 at Los Angeles, California.

/s/ James I. Stang
James I. Stang

EXHIBIT 1**FEE SUMMARY BY PROFESSIONAL**

PROFESSIONAL / PARAPROFESSIONAL	DATE OF BAR ADMISSION	HOURLY RATE	HOURS BILLED	TOTAL FEES
James I. Stang	CA Bar No. 94435 (1980)	795.00	109.10	90,007.50
Alan J. Kornfeld	CA Bar No. 130063 (1987) DC Bar No. 478826 (2002) NY Bar No. 640029 (2004)	725.00	41.20	31,930.00
Andrew W. Caine	CA Bar No. 110345 (1983)	675.00	.60	417.00
Iain A.W. Nasatir	CA Bar No. 148977 (1990)	675.00	29.30	20,363.50
Daryl G. Parker	CA Bar No. 47048 (1970)	625.00	1.90	1,282.50
Shirley S Cho	CA Bar No. 192616 (1997) NY Bar No. 4061628 (2002)	595.00	450.80	268,226.00
Jeffrey L. Kandel	CA Bar No. 115832 (1984)	525.00	6.70	3,517.50
Michael R. Seidl	DE Bar No. 3889 (2000)	525.00	.10	52.50
Jason S. Pomerantz	CA Bar No. 157216 (1991)	495.00	.20	145.00
Werner Disse	CA Bar No. 143458 (1989)	495.00	236.30	116,028.00
Gillian N. Brown	CA Bar No. 205132 (1999) DC Bar No. 979289 (2008)	475.00	.50	247.50
William L. Ramseyer	CA Bar No. 94268 (1980)	475.00	17.90	10,051.00
David A. Abadir	MA Bar No. 669543 (2007)	350.00	16.50	6,517.50
Leslie Anne Forrester		250.00	4.40	850.00
Patricia J. Jeffries		225.00	305.50	68,737.50
Michael A. Matteo		195.00	69.80	13,611.00
Totals			1,290.80	\$631,984.00
Blended Hourly Rate		489.61		
Blended Hourly Rate Excluding Paraprofessionals		602.33		

EXHIBIT 2**FEE SUMMARY BY CATEGORY BY MONTH**

CATEGORY	JULY	AUGUST	SEPTEMBER	TOTAL
Asset Analysis	\$ 0.00	\$ 0.00	\$ 119.00	\$ 119.00
Avoidance Actions	\$ 238.00	\$ 1,654.50	\$ 0.00	\$ 1,892.50
Asset Disposition	\$ 9,836.00	\$ 3,091.00	\$ 5,972.50	\$ 18,899.50
Bankruptcy Litigation	\$48,399.50	\$ 4,152.00	\$ 432.50	\$ 52,984.00
Case Administration	\$ 1,537.00	\$ 1,075.00	\$ 1,878.50	\$ 4,490.50
Claims Analysis/Objection	\$44,580.00	\$ 24,014.50	\$44,696.50	\$113,291.00
Compensation of Professionals	\$ 0.00	\$ 3,204.00	\$ 0.00	\$ 3,204.00
Compensation of Professionals/Others	\$ 3,476.00	\$ 7,920.50	\$ 4,664.00	\$ 16,060.50
Employee Benefit/Pension	\$ 0.00	\$ 357.00	\$ 535.50	\$ 892.50
Executory Contracts	\$ 2,392.00	\$ 1,594.00	\$ 7,885.50	\$ 11,871.50
Email Exchange	\$ 3,817.00	\$ 0.00	\$ 0.00	\$ 3,817.00
Fee/Employment Applications	\$ 6,789.00	\$ 11,766.00	\$ 2,576.50	\$ 21,131.50
Financial Filings	\$ 2,839.00	\$ 446.00	\$ 0.00	\$ 3,285.00
Financing	\$10,159.00	\$ 2,082.50	\$ 3,259.00	\$ 15,500.50
General Creditors' Committee	\$ 714.00	\$ 0.00	\$ 0.00	\$ 714.00
Hearings	\$ 3,236.50	\$ 7,139.50	\$ 6,782.00	\$ 17,158.00
Insurance Coverage	\$ 4,309.00	\$ 5,679.00	\$ 0.00	\$ 9,988.00
Operations	\$ 4,183.50	\$ 2,696.00	\$ 3,669.00	\$ 10,548.50
Plan and Disclosure Statement	\$77,478.50	\$123,647.00	\$53,207.50	\$254,333.00
Retention of Professionals/Other	\$ 0.00	\$ 1,911.00	\$ 1,317.00	\$ 3,228.00
Stay Litigation	\$13,909.50	\$ 23,322.01	\$24,211.00	\$ 61,442.51
Travel	\$ 5,705.00	\$ 1,428.00	\$ 0.00	\$ 7,133.00
TOTAL	\$243,598.50	\$227,179.51	\$161,206.00	\$631,984.01

EXHIBIT 3**EXPENSE SUMMARY BY CATEGORY**

CATEGORY	JULY	AUGUST	SEPTEMBER	TOTAL
Air Fare	\$1,074.60	\$ 644.40	\$ 337.20	\$ 981.60
Airport Parking	\$ 107.00	\$ 30.00	\$ 0.00	\$ 137.00
Auto Travel Expense	\$ 227.48	\$ 133.00	\$ 0.00	\$ 360.48
Working Meals	\$ 146.86	\$ 167.59	\$ 21.10	\$ 335.55
Conference Call	\$ 111.01	\$ 111.98	\$ 105.83	\$ 328.82
FedEx	\$ 78.90	\$ 33.93	\$ 276.08	\$ 388.91
Hotel Expense	\$ 891.62	\$ 0.00	\$ 211.68	\$1,103.30
Incoming Facsimile	\$ 1.20	\$.20	\$.60	\$ 2.00
In-House Messenger Service	\$ 31.64	\$ 9.00	\$ 0.00	\$ 41.63
Lexis/Nexis Legal Research	\$3,075.90	\$1,196.88	\$1,951.84	\$6,224.62
Outside Services	\$ 0.00	\$ 563.02	\$ 281.75	\$ 844.77
Pacer	\$ 272.40	\$ 448.08	\$ 229.60	\$ 950.08
Postage	\$ 67.48	\$ 69.27	\$ 418.97	\$ 555.72
Reproduction Expense	\$1,073.70	\$1,839.40	\$3,851.80	\$6,764.90
Reproduction / Scan Copy	\$ 396.40	\$ 455.20	\$ 570.60	\$1,422.20
Travel Expense	\$ 260.00	\$ 160.00	\$ 160.00	\$ 580.00
Transcript	\$ 0.00	\$2,398.50	\$ 0.00	\$2,398.50
Westlaw Legal Research	\$ 971.94	\$ 494.92	\$ 561.00	\$2,027.86
TOTAL	\$8,788.13	\$8,755.37	\$8,978.05	\$26,521.55

Exhibit 4**Summary by Category by Debtor**

Debtor	Asset Analysis	Avoidance Actions	Asset Disposition	Bankruptcy Litigation	Case Administration	Claims Analysis/Objection	Compensation of Professionals	Compensation of Professionals (Other)
Jointly Administered (All Debtors)	119.00	1,892.50	18,899.50	48,525.50	4,490.50	104,759.00	3,204.00	16,060.50
Apache Framing, LLC						220.50		
Batcave, LP						45.00		
Bravo, Inc.				2,261.00		353.50		
C & J Holdings, Inc.				297.50		45.00		
Chalkline, LP						22.50		
Elkhorn Investments, Inc.						135.00		
Elkhorn Partners, a Nevada Limited Partnership						135.00		
Geronimo Plumbing, LLC						22.50		
Glynda, LP						22.50		
Gung-Ho Concrete, LLC						45.00		
Heritage Land Company, LLC						45.00		
Jackknife, LP						22.50		
Jarupa, LLC						22.50		
Overflow, LP						22.50		
Parcel 20, LLC						135.00		
Pinnacle Grading, LLC						1,024.50		
Rhodes Arizona Properties, LLC						45.00		
Rhodes Homes Arizona, LLC						193.50		
Rhodes Design and Development Corporation				1,900.00		1,024.50		
Rhodes Ranch General Partnership						213.00		
Rhodes Ranch Golf and Country Club						2,331.50		
Rhodes Realty, Inc.						45.00		
The Rhodes Companies, LLC						201.00		
Six Feathers Holdings, LLC						45.00		
Tick, LP						22.50		
Tribes Holdings, LLC						22.50		
Tuscany Acquisitions, LLC						180.00		
Tuscany Acquisitions II, LLC						180.00		
Tuscany Acquisitions III, LLC						180.00		
Tuscany Acquisitions IV, LLC						1,462.50		
Tuscany Golf Country Club, LLC						45.00		
Wallboard, LP						22.50		
	119.00	1,892.50	18,899.50	52,984.00	4,490.50	113,291.00	3,204.00	16,060.50

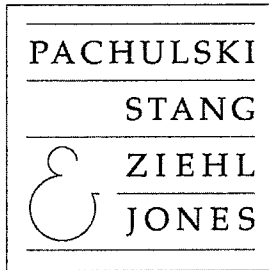
Exhibit 4**Summary by Category by Debtor**

Debtor	Employee Benefits/Pension	Executory Contracts	Email Exchange	Fee/Employment Applications	Financial Filings	Financing	General Creditors' Committee	Hearing	Insurance Coverage	Operations
Jointly Administered (All Debtors)	892.50	11,871.50	3,817.00	21,131.50	2,889.00	15,500.50	714.00	17,158.00	9,988.00	5,016.00
Apache Framing, LLC										
Batcave, LP										
Bravo, Inc.										119.00
C & J Holdings, Inc.										
Chalkline, LP										
Elkhorn Investments, Inc.										
Elkhorn Partners, a Nevada Limited Partnership										
Geronimo Plumbing, LLC										
Glynda, LP										
Gung-Ho Concrete, LLC					112.50					
Heritage Land Company, LLC					58.50					
Jackknife, LP										
Jarupa, LLC										
Overflow, LP										
Parcel 20, LLC										
Pinnacle Grading, LLC										535.50
Rhodes Arizona Properties, LLC										
Rhodes Homes Arizona, LLC					112.50					
Rhodes Design and Development Corporation										4,878.00
Rhodes Ranch General Partnership										
Rhodes Ranch Golf and Country Club										
Rhodes Realty, Inc.										
The Rhodes Companies, LLC										
Six Feathers Holdings, LLC										
Tick, LP										
Tribes Holdings, LLC										
Tuscany Acquisitions, LLC					112.50					
Tuscany Acquisitions II, LLC										
Tuscany Acquisitions III, LLC										
Tuscany Acquisitions IV, LLC										
Tuscany Golf Country Club, LLC										
Wallboard, LP										
	892.50	11,871.50	3,817.00	21,131.50	3,285.00	15,500.50	714.00	17,158.00	9,988.00	10,548.50

Exhibit 4**Summary by Category by Debtor**

Debtor	Plan and Disclosure Statement	Retention of Professionals (Other)	Stay Litigation	Travel	Totals
Jointly Administered (All Debtors)	254,333.00	3,228.00		7,133.00	551,622.50
Apache Framing, LLC					220.50
Batcave, LP					45.00
Bravo, Inc.			20,807.00		23,540.50
C & J Holdings, Inc.			1,039.50		1,382.00
Chalkline, LP					22.50
Elkhorn Investments, Inc.					135.00
Elkhorn Partners, a Nevada Limited Partnership					135.00
Geronimo Plumbing, LLC					22.50
Glynda, LP					22.50
Gung-Ho Concrete, LLC			1,435.50		1,593.00
Heritage Land Company, LLC					103.50
Jackknife, LP					22.50
Jarupa, LLC					22.50
Overflow, LP					22.50
Parcel 20, LLC					135.00
Pinnacle Grading, LLC					1,560.00
Rhodes Arizona Properties, LLC					45.00
Rhodes Homes Arizona, LLC					306.00
Rhodes Design and Development Corporation			35,834.00		43,636.50
Rhodes Ranch General Partnership			2,326.50		2,539.50
Rhodes Ranch Golf and Country Club					2,331.50
Rhodes Realty, Inc.					45.00
The Rhodes Companies, LLC					201.00
Six Feathers Holdings, LLC					45.00
Tick, LP					22.50
Tribes Holdings, LLC					22.50
Tuscany Acquisitions, LLC					292.50
Tuscany Acquisitions II, LLC					180.00
Tuscany Acquisitions III, LLC					180.00
Tuscany Acquisitions IV, LLC					1,462.50
Tuscany Golf Country Club, LLC					45.00
Wallboard, LP					22.50
	254,333.00	3,228.00	61,442.50	7,133.00	631,984.00

Exhibit “5”



LAW OFFICES
LIMITED LIABILITY PARTNERSHIP

LOS ANGELES, CA
SAN FRANCISCO, CA
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James I. Stang

August 21, 2009

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Via Email

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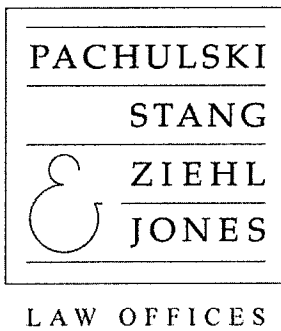
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August 21, 2009
Page 2

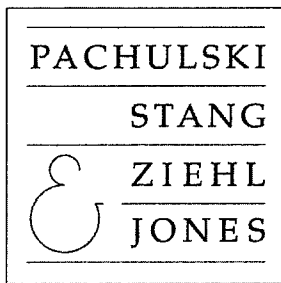
tbeckett@parsonbehle.com
J. Thomas Beckett
Parsons Behle & Latimer
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, UT 84111

Re: The Rhodes Companies, LLC, et al.¹
Bankruptcy Case No. S-09-14814-LBR
(Jointly administered)
Pachulski Stang Ziehl & Jones LLP
Monthly Fee Statement – July 2009

Dear All:

Pachulski Stang Ziehl & Jones LLP (“PSZJ”) submits the annexed statement of fees and expenses for the month of July 2009 (the “Compensation Period”) as counsel for the Debtors and Debtors in Possession in accordance with the “Order Granting Debtors’ Motion for Administrative Order Pursuant to Sections 105(A) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Establishing Procedures for Interim Monthly Compensation and Reimbursement

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).



LAW OFFICES

August 21, 2009

Page 3

of Expenses of Professionals” entered on May 18, 2009 (“Interim Compensation Order”).

The time entries for PSZJ on this statement cover the period July 1, 2009 through July 31, 2009, consisting of fees in the amount of \$243,598.50 and expenses in the amount of \$8,788.13 (see attached for detailed itemization). The amounts reflect a voluntary reduction in fees and costs of \$4,807.60 for July 2009. Pursuant to the Interim Compensation Order, PSZJ requests payment from the Debtors in the total amount of \$215,846.72, representing 85% of the total monthly fees in the amount of \$207,058.72 ($\$243,598.50 \times 85\%$) plus the total monthly expenses in the amount of \$8,788.13.²

The charges and expenses incurred by PSZJ in this matter are billed in accordance with its existing billing procedures and the rates PSZJ charges for the services of its attorneys are the same or lower rates than are charged for professional services rendered in comparable non-bankruptcy related matters. Reimbursement is sought for actual and necessary expenses in accordance with the uniform policies of the firm.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

/s/ James I. Stang

James I. Stang

Enclosures

² The Interim Compensation Order requires that 15% of fees be held back (the “Holdback”) and for approval of the Holdback to be sought through a formal fee application to be filed with the Court.

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
11th Floor
Los Angeles, CA 90067

July 31, 2009

Invoice Number **85172** **73203 00002** **JIS**

Rhodes Homes
4730 South Fort Apache Road, Suite 300
Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009

\$217,115.68

Payments received since last invoice, last payment received -- August 4, 2009

\$112,296.15

Net balance forward

\$104,819.53

Re: Postpetition

Statement of Professional Services Rendered Through

07/31/2009

			Hours	Rate	Amount
Avoidance Actions					
07/29/09	SSC	Teleconference with P. Huygens re preference analysis needed.	0.40	595.00	\$238.00
Task Code Total			<u>0.40</u>		<u>\$238.00</u>

Asset Disposition [B130]

07/23/09	SSC	Correspondence with J. Schramm re potential asset sales.	0.30	595.00	\$178.50
07/28/09	SSC	Teleconference with P. Huygens re asset sale procedures.	0.30	595.00	\$178.50
07/29/09	MRS	Emails from and to Shirley Cho re: de minimis sale motions	0.10	525.00	\$52.50
07/29/09	WD	Research re motion for procedures to sell noncore assets.	1.40	495.00	\$693.00
07/29/09	WD	Preparation of motion for procedures to sell noncore assets.	3.50	495.00	\$1,732.50
07/29/09	SSC	Review asset sale procedures.	0.70	595.00	\$416.50
07/29/09	SSC	Review and respond to P. Huygens re asset sale..	0.10	595.00	\$59.50
07/30/09	WD	Preparation of motion for procedures to sell noncore assets and Huygens declaration.	4.40	495.00	\$2,178.00
07/30/09	WD	Preparation of order re motion for procedures to sell noncore assets.	0.50	495.00	\$247.50
07/30/09	WD	Research re motion for procedures to sell noncore assets.	2.20	495.00	\$1,089.00
07/30/09	SSC	Review and revise asset sale procedures motion based on comments received and correspond with P. Dublin and T. Beckett re same.	0.40	595.00	\$238.00
07/30/09	SSC	Review proposed assets sale motion.	0.50	595.00	\$297.50

Invoice number 85172

73203 00002

Page 2

07/31/09	WD	Research re motion for procedures to sell noncore assets.	1.70	495.00	\$841.50
07/31/09	WD	Preparation of motion for procedures to sell noncore assets and Huygens declaration.	1.10	495.00	\$544.50
07/31/09	WD	Preparation of order re motion for procedures to sell noncore assets.	2.20	495.00	\$1,089.00
Task Code Total			19.40		\$9,836.00

Bankruptcy Litigation [L430]

07/01/09	GNB	Email correspondence with Shirley S. Cho regarding relief from stay issues.	0.10	495.00	\$49.50
07/01/09	SSC	Analysis re same.	0.20	595.00	\$119.00
07/08/09	GNB	Email correspondence with Shirley S. Cho regarding removal issues.	0.10	495.00	\$49.50
07/08/09	SSC	Analysis re possible actions for removal.	0.40	595.00	\$238.00
07/09/09	GNB	Review email from David Abadir concerning removal and email correspondence with Shirley S. Cho regarding same.	0.10	495.00	\$49.50
07/09/09	DAA	Attention to emails of G. Brown and S. Cho regarding removal of actions.	0.20	395.00	\$79.00
07/09/09	DAA	Research whether Debtor may remove actions	0.70	395.00	\$276.50
07/10/09	AJK	Conference call with Paul Huygens, J. Schramm and S. Cho re plan and cash collateral issue.	1.10	775.00	\$852.50
07/10/09	SSC	Telephone conference with A. Quereshi re deposition request.	0.20	595.00	\$119.00
07/10/09	SSC	Call with A. Kornfeld and company re same.	1.20	595.00	\$714.00
07/13/09	AJK	Prepare for depositions (analysis of documents).	0.80	775.00	\$620.00
07/13/09	SSC	Review files from company for deposition.	0.50	595.00	\$297.50
07/14/09	AJK	Prepare for cash collateral hearing.	2.50	775.00	\$1,937.50
07/14/09	SSC	Analysis re exhibits needed for deposition.	0.50	595.00	\$297.50
07/15/09	AJK	Prepare for Dix and Huygens deposition.	8.00	775.00	\$6,200.00
07/15/09	JIS	Review edits to cash collateral and exclusivity pleadings.	0.40	825.00	\$330.00
07/15/09	JIS	Preparation for Friday hearings.	2.50	825.00	\$2,062.50
07/15/09	SSC	Review deposition exhibits and email to A. Quereshi re same.	0.50	595.00	\$297.50
07/15/09	SSC	Review and revise trial binder.	0.60	595.00	\$357.00
07/15/09	SSC	Analysis re deposition issues.	1.00	595.00	\$595.00
07/16/09	AJK	Prepare for Dix and Huygens depositions.	8.00	775.00	\$6,200.00
07/16/09	AJK	Dix and Huygens depositions.	6.00	775.00	\$4,650.00
07/16/09	SSC	Teleconference with A. Kornfeld re trial prep.	0.20	595.00	\$119.00
07/16/09	SSC	Attend portions of Dix deposition telephonically.	2.50	595.00	\$1,487.50
07/17/09	AJK	Prepare for hearing.	4.50	775.00	\$3,487.50
07/17/09	AJK	Attend hearing.	1.00	775.00	\$775.00
07/17/09	JIS	Preparation for hearing on cash collateral and exclusivity.	4.20	825.00	\$3,465.00
07/17/09	JIS	Attend hearing re cash collateral, exclusivity, insider comp, 365 extension.	1.00	825.00	\$825.00

Invoice number 85172

73203 00002

Page 3

07/17/09	SSC	Review deposition transcript of P. Huygens testimony.	1.00	595.00	\$595.00
07/17/09	SSC	Review deposition transcript of R. Dix testimony.	0.40	595.00	\$238.00
07/21/09	IAWN	exchange emails and ocs with cho re rfs and how sir is to be handled and analyze same	2.80	695.00	\$1,946.00
07/22/09	IAWN	analyze rfs and revise and comment on disse draft opposition,	1.40	695.00	\$973.00
07/22/09	IAWN	review cases and research sir drop down issues presented by rfs	3.50	695.00	\$2,432.50
07/23/09	IAWN	continued commentary and analysis on sir and rfs opposition, including comments on robinson's dec and review of cases cited by rfs	3.30	695.00	\$2,293.50
07/28/09	SSC	Analysis re status of three lift stay motions.	0.30	595.00	\$178.50
07/30/09	SSC	Analysis re Elkhorn lift stay.	0.20	595.00	\$119.00
Task Code Total			61.90		\$45,325.50

Case Administration [B110]

07/01/09	SSC	Review and revise critical dates list.	0.20	595.00	\$119.00
07/02/09	MAM	Update critical dates memorandum.	0.30	195.00	\$58.50
07/02/09	PJJ	Update chart of assets and liabilities by Debtor	2.00	225.00	\$450.00
07/02/09	SSC	Review and revise critical dates and send same to company.	0.10	595.00	\$59.50
07/16/09	MAM	Update critical dates memorandum.	0.20	195.00	\$39.00
07/16/09	DAA	Review bankruptcy court docket for recently filed pleadings.	0.30	395.00	\$118.50
07/17/09	MAM	Update critical dates memorandum.	0.50	195.00	\$97.50
07/17/09	SSC	Review and revise critical dates list from M. Matteo	0.20	595.00	\$119.00
07/20/09	SSC	Review three signed orders from UST and coordinate uploading of same.	0.20	595.00	\$119.00
07/21/09	SSC	Review three entered orders and correspondence with company re deadlines and payments to be paid.	0.30	595.00	\$178.50
07/22/09	SSC	Review and revise three NOEs.	0.10	595.00	\$59.50
07/22/09	SSC	Correspondence with Omni re additional service needed.	0.20	595.00	\$119.00
Task Code Total			4.60		\$1,537.00

Claims Admin/Objections[B310]

07/01/09	SSC	Email to E. McDonald re signature needed on publication order.	0.10	595.00	\$59.50
07/01/09	SSC	Review and revise first omnibus objection and related documents.	0.50	595.00	\$297.50
07/02/09	MAM	Amend First Omnibus Claims Objection.	0.40	195.00	\$78.00
07/02/09	SSC	Review publication notice and coordinate payment to vendor with company.	0.30	595.00	\$178.50
07/02/09	SSC	Review omnibus claims objection re non-debtors.	0.20	595.00	\$119.00

Invoice number 85172

73203 00002

Page 4

07/02/09	MAM	Amend Notice of Hearing regarding First Omnibus Claim objection.	0.40	195.00	\$78.00
07/06/09	SSC	Analysis re mechanics' liens.	0.30	595.00	\$178.50
07/06/09	MAM	Amend Order and declaration regarding First Omnibus Claim objection.	0.80	195.00	\$156.00
07/06/09	MAM	Create service list for First Omnibus Claims Objection.	0.90	195.00	\$175.50
07/06/09	MAM	Research for Shirley S. Cho regarding claims objection.	0.40	195.00	\$78.00
07/06/09	SSC	Telephone conference with P. Huygens re claims.	0.40	595.00	\$238.00
07/06/09	SSC	Review and revise first omnibus objection to non-debtor claims including review of claims.	1.50	595.00	\$892.50
07/06/09	SSC	Correspondence with P. Huygens re same.	0.20	595.00	\$119.00
07/06/09	SSC	Analysis re claims objection protocol motion.	0.50	595.00	\$297.50
07/06/09	SSC	Telephone conference with P. Huygens re claims objection.	0.10	595.00	\$59.50
07/07/09	JIS	Review issues related to claims objections process (duplicates, wrong debtor, etc.).	0.30	825.00	\$247.50
07/07/09	PJJ	Update claims analysis with company comments	5.00	225.00	\$1,125.00
07/07/09	SSC	Coordinate sending letters to claimants re claims to withdraw.	0.50	595.00	\$297.50
07/07/09	SSC	Email to B. Axelrod re non-Debtor claims and telephone conference re same.	0.20	595.00	\$119.00
07/07/09	SSC	Correspondence with P. Huygens re claims objections.	0.30	595.00	\$178.50
07/07/09	SSC	Correspondence with P. Huygens re non-debtor claims.	0.30	595.00	\$178.50
07/08/09	SSC	Analysis re mechanics' liens.	0.30	595.00	\$178.50
07/08/09	MAM	Draft letter and notices of claims withdrawals to Frank Rodriguez Services, Inc.	2.20	195.00	\$429.00
07/08/09	WD	Research re objections to claim.	0.60	495.00	\$297.00
07/08/09	SSC	Review and direct re revisions needed to letters to claimants re withdrawal of claims and correspondence with the company re same.	1.50	595.00	\$892.50
07/08/09	SSC	Review and revise Frank Rodriguez letter re claim withdrawal.	0.30	595.00	\$178.50
07/09/09	MAM	Create withdrawal of claims tracking chart.	1.00	195.00	\$195.00
07/09/09	MAM	Amend claims tracking chart.	0.60	195.00	\$117.00
07/09/09	MAM	Telephone call from Joseph Scannicchio.	0.30	195.00	\$58.50
07/09/09	PJJ	Emails re claims analysis	0.20	225.00	\$45.00
07/10/09	MAM	Update claim withdrawal tracing chart.	0.20	195.00	\$39.00
07/10/09	MAM	Draft fax transmittal to Sean Tai regarding telephone call.	0.30	195.00	\$58.50
07/10/09	MAM	Telephone call with Gloria Rodriguez from Frank Rodriguez Services regarding proofs of claim.	0.30	195.00	\$58.50
07/13/09	PJJ	Update claims analysis with company comments	4.00	225.00	\$900.00
07/14/09	PJJ	Update claims analysis with company comments	4.30	225.00	\$967.50
07/15/09	PJJ	Update claims analysis with company comments	2.30	225.00	\$517.50
07/16/09	MAM	Update tracking chart regarding notices of withdrawal.	0.40	195.00	\$78.00
07/16/09	MAM	Draft second letter to Dan Tarwater regarding notice of claim withdrawal.	0.30	195.00	\$58.50
07/16/09	SSC	Review notice of withdrawal of claims and coordinate filing of same.	0.50	595.00	\$297.50

Invoice number 85172

73203 00002

Page 5

07/16/09	SSC	Coordinate filing of withdrawals of POCs.	0.20	595.00	\$119.00
07/17/09	MAM	Telephone call with Peacock Mountain Ranch Associates regarding claim withdrawal.	0.20	195.00	\$39.00
07/17/09	MAM	Telephone call with Luann at Integrated Business Systems regarding notice of claim withdrawal.	0.20	195.00	\$39.00
07/17/09	SSC	Strategize re notice of withdrawals re proofs of claims.	0.20	595.00	\$119.00
07/20/09	MAM	Update claims withdrawal tracking chart.	0.30	195.00	\$58.50
07/20/09	MAM	Pacer research for Shirley S. Cho regarding Clark County claim withdrawals.	0.30	195.00	\$58.50
07/20/09	WD	Research re objections to claims.	0.40	495.00	\$198.00
07/20/09	SSC	Review of notice of withdrawals.	0.20	595.00	\$119.00
07/20/09	SSC	Review three notice of withdrawals of claims and coordinate filing same.	0.10	595.00	\$59.50
07/20/09	SSC	Review stipulation from B. Schneider re master proof of claim and email to B. Schneider re same.	0.20	595.00	\$119.00
07/21/09	MAM	Claims research for Shirley S. Cho regarding Mohave County.	0.30	195.00	\$58.50
07/21/09	MAM	Update claims withdrawal tracking chart.	0.20	195.00	\$39.00
07/21/09	PJJ	Email re claims analysis	0.20	225.00	\$45.00
07/21/09	PJJ	Update claims analysis with company comments	3.50	225.00	\$787.50
07/21/09	SSC	Teleconference with P. Huygens re claims.	0.20	595.00	\$119.00
07/21/09	SSC	Review claims chart and correspondence with P. Jefferies re revisions needed.	0.50	595.00	\$297.50
07/22/09	MAM	Amend tracking chart for notices of claim withdrawal.	0.60	195.00	\$117.00
07/22/09	MAM	Review Insurance policies and create insurance companies service list.	2.90	195.00	\$565.50
07/22/09	PJJ	Emails re claims analysis	0.30	225.00	\$67.50
07/22/09	PJJ	Telephone call from B Osborne re claims analysis	0.40	225.00	\$90.00
07/22/09	PJJ	Review and prepare claim and schedule information for Omni	4.00	225.00	\$900.00
07/22/09	SSC	Review insurance service list and correspondence with T. Robinson re same.	0.30	595.00	\$178.50
07/22/09	SSC	Review form of claim objection.	0.30	595.00	\$178.50
07/23/09	MAM	Draft letter to Wright Stanish & Wincler regarding claim withdrawal.	0.30	195.00	\$58.50
07/23/09	PJJ	Update claims analysis with company comments	7.00	225.00	\$1,575.00
07/23/09	WD	Research re objections to claim.	0.20	495.00	\$99.00
07/23/09	SSC	Review and revise claim objection.	0.20	595.00	\$119.00
07/23/09	SSC	Correspondence with P. Jefferies re claim analysis.	0.30	595.00	\$178.50
07/23/09	SSC	Review revised claim chart.	0.30	595.00	\$178.50
07/23/09	SSC	Review and revise letter re withdrawing proofs of claim from M. Matteo.	0.10	595.00	\$59.50
07/23/09	SSC	Review stipulation from B. Schneider re master proof of claim.	0.20	595.00	\$119.00
07/23/09	SSC	Telephone conference with B. Schneider re same.	0.10	595.00	\$59.50
07/24/09	MAM	Telephone call with Shirley S. Cho regarding claims work.	0.30	195.00	\$58.50
07/24/09	PJJ	Update claims analysis with Company comments	5.90	225.00	\$1,327.50
07/24/09	WD	Research re objections to claim.	1.40	495.00	\$693.00

Invoice number 85172

73203 00002

Page 6

07/24/09	SSC	Correspondence with P. Huygens re IRS objection (.3); revise IRS objection and Huygens Declaration (1.0).	1.30	595.00	\$773.50
07/24/09	SSC	Coordinate claim objections.	1.00	595.00	\$595.00
07/24/09	SSC	Review and return voicemail of P. Huygens re same.	0.10	595.00	\$59.50
07/24/09	SSC	Teleconference with P. Huygens and T. Robinson re claims objections.	0.20	595.00	\$119.00
07/24/09	SSC	Teleconference with P. Huygens re claim objections.	0.20	595.00	\$119.00
07/24/09	SSC	Review and revise IRS omnibus claim objection.	0.50	595.00	\$297.50
07/24/09	SSC	Correspondence with D. Coats, Wheel Thing, re non-debtor claim (.1); correspondence with company re same (.1); analysis re same (.5); voicemail to T. Robinson re same (.1).	0.80	595.00	\$476.00
07/24/09	SSC	Analysis re claim objections needed and email with P. Huygens re same.	0.70	595.00	\$416.50
07/27/09	AWC	Read/analyze various draft claims objections.	0.60	695.00	\$417.00
07/27/09	PJJ	Telephone call with S Cho re claims analysis	0.80	225.00	\$180.00
07/27/09	PJJ	Update claims analysis with company comments	2.00	225.00	\$450.00
07/27/09	WD	Research re objections to claim.	1.20	495.00	\$594.00
07/27/09	WD	Preparation of letter to Rodriguez re duplicate claims.	0.20	495.00	\$99.00
07/27/09	SSC	Analysis of claims and objections/ letters needed.	1.20	595.00	\$714.00
07/27/09	SSC	Further review and revisions to claim objections.	0.20	595.00	\$119.00
07/27/09	SSC	Teleconference with P. Huygens re claims.	0.20	595.00	\$119.00
07/27/09	SSC	Revise four claim objections, declarations & orders for filing.	0.70	595.00	\$416.50
07/28/09	PJJ	Draft letters requesting withdrawal of claims and corresponding claim withdrawal notices	2.50	225.00	\$562.50
07/28/09	PJJ	Update claims analysis with company comments	2.70	225.00	\$607.50
07/28/09	PJJ	Telephone call from S Cho re claims	0.40	225.00	\$90.00
07/28/09	WD	Research re objections to claim.	1.20	495.00	\$594.00
07/28/09	WD	Research re mechanics' liens.	2.10	495.00	\$1,039.50
07/28/09	SSC	Review and revise notice of hearing re claim objections.	0.40	595.00	\$238.00
07/28/09	SSC	Review and revise IRS omnibus claim objection.	1.00	595.00	\$595.00
07/28/09	SSC	Email to Committee counsel re claims objections.	0.20	595.00	\$119.00
07/28/09	SSC	Teleconference with T. Robinson re claims objection.	0.40	595.00	\$238.00
07/28/09	SSC	Draft IRS stipulation resolving claims.	0.50	595.00	\$297.50
07/28/09	SSC	Review and revise omnibus objection based on further comments.	0.50	595.00	\$297.50
07/28/09	SSC	Review and revise Jerue claim objection.	0.30	595.00	\$178.50
07/29/09	PJJ	Continue preparation of letters requesting claim withdrawals, corresponding claim withdrawal notices and stipulations	6.80	225.00	\$1,530.00
07/29/09	PJJ	Update claims analysis with Company comments	3.50	225.00	\$787.50
07/29/09	SSC	Direct re additional service needed on claimants.	0.20	595.00	\$119.00
07/30/09	PJJ	Emails re claim withdrawals, revise same	1.30	225.00	\$292.50
07/30/09	SSC	Review and revise claim objection letters and correspondence with company re same.	0.40	595.00	\$238.00
07/30/09	SSC	Review and analysis of claims issues.	0.40	595.00	\$238.00

Invoice number 85172

73203 00002

Page 7

07/30/09	SSC	Teleconference with P. Huygens re IRS claims.	0.20	595.00	\$119.00
07/30/09	SSC	Review and revise several letters to claimant from P. Jefferies.	1.00	595.00	\$595.00
07/30/09	SSC	Analysis re claims filed.	0.20	595.00	\$119.00
07/30/09	SSC	Teleconferences with B. Schneider re stipulation for second lien agent.	0.20	595.00	\$119.00
07/30/09	SSC	Teleconference with R. Naguiat re stipulation for first lien agent.	0.20	595.00	\$119.00
07/31/09	PJJ	Update claims analysis with company comments	5.00	225.00	\$1,125.00
07/31/09	PJJ	Draft additional letters requesting claim withdrawals and corresponding notices of withdrawals	3.00	225.00	\$675.00
07/31/09	SSC	Telephone conference with B. Schneider re form of motion.	0.10	595.00	\$59.50
07/31/09	SSC	Correspondence with company re claims letters.	0.20	595.00	\$119.00
07/31/09	SSC	Telephone conference with T. Robinson re claims issues.	0.10	595.00	\$59.50
07/31/09	SSC	Review and revise motion from second lien agent re proof of claim and correspondence with B. Schneider re same.	0.30	595.00	\$178.50
07/31/09	SSC	Review and revise order from second lien agent re stipulation.	0.10	595.00	\$59.50
07/31/09	SSC	Review and revise stipulation from second lien agent.	0.20	595.00	\$119.00
07/31/09	SSC	Further telephone conference with B. Schneider re second lien stipulation and motion.	0.20	595.00	\$119.00
07/31/09	SSC	Coordinate finalization of motion.	0.20	595.00	\$119.00
07/31/09	SSC	Review two proofs of claim letters and correspondence with P. Jefferies re revisions needed.	0.30	595.00	\$178.50
07/31/09	SSC	Review additional claim letters and correspondence with P. Jefferies re same.	0.50	595.00	\$297.50

Task Code Total

114.20

\$37,621.00

Comp. of Prof./Others

07/02/09	WD	Email Bejarano re compensation procedures.	0.10	495.00	\$49.50
07/02/09	SSC	Telephone conference with B. Axelrod re status insider compensation motion.	0.10	595.00	\$59.50
07/02/09	SSC	Telephone conference with B. Axelrod and A. Landis re insider compensation motion.	0.10	595.00	\$59.50
07/06/09	SSC	Review Accelaron fee statement and email to Accelaron re same.	0.10	595.00	\$59.50
07/06/09	SSC	Correspondence with the company re same.	0.20	595.00	\$119.00
07/08/09	WD	Email Bejarano re compensation procedures.	0.10	495.00	\$49.50
07/13/09	WD	Email Bejarano re compensation procedures.	0.10	495.00	\$49.50
07/14/09	SSC	Draft order resolving insider compensation motion.	0.30	595.00	\$178.50
07/16/09	SSC	Correspondence with A. Landis re insider compensation order.	0.10	595.00	\$59.50
07/21/09	WLR	Review correspondence from Werner Disse re other professionals' fee application (.1) and reply re same	0.30	495.00	\$148.50
07/21/09	WD	Research re quarterly interim fee applications.	0.70	495.00	\$346.50

Invoice number 85172

73203 00002

Page 8

07/21/09	WD	Analysis of Acceleron quarterly fee application.	0.20	495.00	\$99.00
07/21/09	WD	Emails to professionals re first quarterly fee application.	0.20	495.00	\$99.00
07/21/09	WD	Teleconference with Townsend re Acceleron interim fee application.	0.20	495.00	\$99.00
07/21/09	SSC	Review Acceleron fee application and correspondence with company re same.	0.20	595.00	\$119.00
07/22/09	WD	Research re quarterly interim fee applications.	0.20	495.00	\$99.00
07/22/09	WD	Emails to professionals re first quarterly fee application.	0.20	495.00	\$99.00
07/23/09	WD	Research re quarterly interim fee applications.	0.30	495.00	\$148.50
07/23/09	WD	Email Bejarano re compensation procedures.	0.10	495.00	\$49.50
07/24/09	WD	Research re quarterly interim fee applications.	0.30	495.00	\$148.50
07/24/09	WD	Analysis of Acceleron quarterly fee application.	0.10	495.00	\$49.50
07/24/09	WD	Telephone calls (2) with Townsend re Acceleron interim fee application	0.20	495.00	\$99.00
07/24/09	WD	Teleconference with Perlman re Sullivan interim fee application.	0.20	495.00	\$99.00
07/27/09	WD	Research re quarterly interim fee applications.	0.40	495.00	\$198.00
07/27/09	WD	Analysis of Acceleron quarterly fee application.	0.10	495.00	\$49.50
07/27/09	WD	Emails to professionals re first quarterly fee application.	0.10	495.00	\$49.50
07/27/09	WD	Email Townsend re Acceleron interim fee application.	0.10	495.00	\$49.50
07/27/09	WD	Teleconference with Perlman re Sullivan interim fee application.	0.10	495.00	\$49.50
07/28/09	WD	Research re quarterly interim fee applications.	0.20	495.00	\$99.00
07/28/09	WD	Telephone call with Barcy re fees and return of retainer.	0.10	495.00	\$49.50
07/28/09	WD	Research re fees and return of retainer.	0.10	495.00	\$49.50
07/28/09	WD	Email Barcy re fees and return of retainer.	0.10	495.00	\$49.50
07/29/09	WD	Telephone call with Sullivan re Sullivan interim fee app.	0.20	495.00	\$99.00
07/29/09	WD	Email to Sullivan re Sullivan interim fee app.	0.10	495.00	\$49.50
07/30/09	WD	Email Sullivan re Sullivan interim fee application.	0.10	495.00	\$49.50
07/31/09	WD	Email Sullivan re Sullivan interim fee app.	0.10	495.00	\$49.50
07/31/09	WD	Analysis of Sullivan interim fee app.	0.30	495.00	\$148.50
07/31/09	WD	Email Barcy re fees and return of retainer.	0.10	495.00	\$49.50

Task Code Total

6.80

\$3,476.00

Executory Contracts [B185]

07/07/09	DAA	Attention to email of S. Cho regarding objection to 364 motion to extend deadline to assume leases (.1); draft email reply (.2); review leaseback agreements (.1)	0.40	395.00	\$158.00
07/07/09	SSC	Coordinate calling landlords re 365(d)(4) extension motion.	0.20	595.00	\$119.00
07/08/09	DAA	Attention to emails of S. Cho regarding landlord notice parties (.1); draft email response (.2)	0.30	395.00	\$118.50
07/08/09	DAA	Call to all landlords who lease back properties to Debtors regarding Debtors motion to extend deadline to assume leases.	0.90	395.00	\$355.50

Invoice number 85172

73203 00002

Page 9

07/08/09	DAA	Email to S. Cho regarding call to landlords.	0.10	395.00	\$39.50
07/10/09	DAA	Call with landlord regarding motion to extend deadline to assume or reject leases.	0.20	395.00	\$79.00
07/12/09	DAA	Draft declaration in support of motion to extend deadline to assume or reject leases.	1.00	395.00	\$395.00
07/13/09	MAM	Create template for assumption of contracts exhibit.	0.40	195.00	\$78.00
07/13/09	DAA	Attention to emails of S. Cho and J. Stang regarding declaration.	0.30	395.00	\$118.50
07/13/09	DAA	Update declaration in support of motion to extend.	0.20	395.00	\$79.00
07/13/09	SSC	Review and revise declaration re no objection by supplemental landlords and coordinate same for filing.	0.50	595.00	\$297.50
07/13/09	SSC	Telephone conference with T. Robinson re contracts.	0.30	595.00	\$178.50
07/13/09	SSC	Revise assumption exhibit and email same to T. Robinson.	0.20	595.00	\$119.00
07/15/09	DAA	Attention to email of S. Cho regarding 365(d)(4) motion and order (.1); draft email response (.1)	0.20	395.00	\$79.00
07/17/09	DAA	Attention to email of S. Cho regarding order approving deadline to assume or reject unexpired lease (.1); draft email response (.1)	0.20	395.00	\$79.00
07/17/09	DAA	Update order approving deadline to assume or reject unexpired lease.	0.10	395.00	\$39.50
07/17/09	SSC	Review final lease extension order and email to A. Landis for signature.	0.10	595.00	\$59.50

Task Code Total

5.60

\$2,392.00

Email Exchange

07/01/09	WD	Research re workers' comp policy.	0.40	495.00	\$198.00
07/01/09	WD	Teleconference with Zamora re workers' comp policy.	0.20	495.00	\$99.00
07/01/09	SSC	Analysis re workers' compensation premium.	0.30	595.00	\$178.50
07/06/09	WD	Research re workers' comp true-up.	0.40	495.00	\$198.00
07/07/09	WD	Research re workers' comp payments.	0.80	495.00	\$396.00
07/07/09	WD	Teleconference with Zamora re workers' comp policy (2 calls).	0.20	495.00	\$99.00
07/13/09	WD	Research re workers' comp payments.	0.30	495.00	\$148.50
07/13/09	WD	Emails with Zamora re workers' comp policy.	0.20	495.00	\$99.00
07/14/09	WD	Research re workers' comp payments.	0.20	495.00	\$99.00
07/14/09	WD	Emails with Zamora re workers' comp policy.	0.10	495.00	\$49.50
07/15/09	WD	Research re workers' comp payments.	0.10	495.00	\$49.50
07/15/09	WD	Emails with Zamora re workers' comp policy.	0.10	495.00	\$49.50
07/20/09	SSC	Teleconference with J. Schramm re CFO position.	0.20	595.00	\$119.00
07/20/09	SSC	Teleconference with J. Schramm re follow up.	0.30	595.00	\$178.50
07/20/09	SSC	Analysis re same.	0.20	595.00	\$119.00
07/22/09	JIS	Review issue regarding CFO position.	0.10	825.00	\$82.50
07/22/09	WD	Research re workers' comp payments.	0.40	495.00	\$198.00
07/22/09	SSC	Teleconference with J. Schramm re CFO and follow up analysis re same.	0.50	595.00	\$297.50

Invoice number 85172

73203 00002

Page 10

07/23/09	JIS	Telephone conference with HR officer regarding WComp audit assessment.	0.60	825.00	\$495.00
07/23/09	WD	Research re workers' comp payments.	0.30	495.00	\$148.50
07/23/09	WD	Emails with Zamora re workers' comp policy.	0.10	495.00	\$49.50
07/23/09	SSC	Analysis re workers' compensation issue and telephone conference with V. Zamora.	0.50	595.00	\$297.50
07/23/09	SSC	Analysis re and correspondence with J. Schramm re transition.	0.20	595.00	\$119.00
07/24/09	WD	Emails with Zamora re workers' comp policy.	0.10	495.00	\$49.50
Task Code Total			6.80		\$3,817.00

Fee/Employment Application

07/06/09	SSC	Email to J. Schramm re May PSZJ fee statement.	0.10	595.00	\$59.50
07/16/09	SSC	Review and revise June fee exhibit for conformity with UST Guidelines.	0.50	595.00	\$297.50
07/17/09	SSC	Review and revise June fee exhibit for conformity with the UST Guidelines.	0.70	595.00	\$416.50
07/17/09	SSC	Review and revise June fee exhibit for conformity with UST Guidelines.	0.30	595.00	\$178.50
07/17/09	SSC	Draft fee letter re June invoice.	0.20	595.00	\$119.00
07/20/09	MAM	Draft shell for first interim fee application.	1.60	195.00	\$312.00
07/20/09	SSC	Finalize letter re June invoice.	0.10	595.00	\$59.50
07/20/09	SSC	Coordinate drafting fee application.	0.50	595.00	\$297.50
07/21/09	WLR	Review correspondence from Shirley Cho and reply re first interim fee application	0.10	495.00	\$49.50
07/25/09	WLR	Review correspondence from Shirley Cho re First Interim Fee Application	0.30	495.00	\$148.50
07/25/09	WLR	Prepare First Interim Fee Application	0.40	495.00	\$198.00
07/28/09	WLR	Draft first interim fee application	1.70	495.00	\$841.50
07/30/09	WLR	Draft first interim fee application	1.70	495.00	\$841.50
07/31/09	WLR	Draft first interim fee application	6.00	495.00	\$2,970.00
Task Code Total			14.20		\$6,789.00

Financial Filings [B110]

07/01/09	PJJ	Prepare amended schedules for filing	1.00	225.00	\$225.00
07/01/09	SSC	Correspondence with P. Jefferies and J. Schramm re amended schedule/SOFAs.	0.30	595.00	\$178.50
07/01/09	SSC	Review revised SOFAs/schedules and correspondence with P. Jefferies re amendments.	0.80	595.00	\$476.00
07/02/09	PJJ	Emails re amended schedule filings	0.30	225.00	\$67.50
07/02/09	PJJ	Emails re new creditors added to amended schedules (.3); prepare matrices re same (1.2)	1.50	225.00	\$337.50

Invoice number 85172

73203 00002

Page 11

07/02/09	PJJ	Review amended filings	0.30	225.00	\$67.50
07/02/09	SSC	Review amended schedules/SOFAs for filing.	0.30	595.00	\$178.50
07/02/09	SSC	Correspondence with company re Schedule G.	0.10	595.00	\$59.50
07/02/09	SSC	Coordinate filing of same.	0.50	595.00	\$297.50
07/07/09	PJJ	Update list of assets/liabilities by Debtor chart	1.00	225.00	\$225.00
07/07/09	PJJ	Review dockets re amended schedules	0.80	225.00	\$180.00
07/10/09	PJJ	Prepare schedule Fs for transmittal to lender's counsel per request	0.40	225.00	\$90.00
07/22/09	SSC	Review email correspondence re amended schedules.	0.20	595.00	\$119.00
Task Code Total			7.50		\$2,501.50

Financing [B230]

07/02/09	SSC	Emails with Z. Larson re response deadline on OSTs.	0.10	595.00	\$59.50
07/02/09	SSC	Email to P. Dublin re same.	0.10	595.00	\$59.50
07/06/09	SSC	Review revised schedules summary information and correspondence with P. Jefferies re revision needed.	0.20	595.00	\$119.00
07/07/09	SSC	Review and respond to email from J. Schramm re Akin invoice.	0.10	595.00	\$59.50
07/07/09	SSC	Review cash collateral order and correspondence with company re same.	0.40	595.00	\$238.00
07/08/09	SSC	Analysis re documents needed for cash collateral hearing.	0.40	595.00	\$238.00
07/10/09	SSC	Review opposition to cash collateral by FLSC.	0.40	595.00	\$238.00
07/10/09	SSC	Review joinder.	0.20	595.00	\$119.00
07/10/09	SSC	Telephone conference with J. Schramm re: same.	0.20	595.00	\$119.00
07/10/09	SSC	Telephone conference with P. Huygens re same.	0.30	595.00	\$178.50
07/10/09	SSC	Correspondence re response to same.	0.30	595.00	\$178.50
07/13/09	WD	Analysis of cash collateral objection.	0.40	495.00	\$198.00
07/13/09	WD	Research re cash collateral motion.	0.80	495.00	\$396.00
07/13/09	SSC	Analysis re cash collateral reply.	1.90	595.00	\$1,130.50
07/13/09	SSC	Draft Reply to FLSC objection to cash collateral motion.	2.50	595.00	\$1,487.50
07/14/09	DAA	Review Debtors reply to first lienholder steering committee regarding adequate protection.	0.60	395.00	\$237.00
07/14/09	DAA	Research case law regarding adequate protection for use in response to objection; email to S. Cho regarding same.	1.50	395.00	\$592.50
07/14/09	SSC	Telephone conference with J. Schramm re cash collateral reply.	0.20	595.00	\$119.00
07/15/09	JIS	Review issues related to cash collateral usage and budget variances.	0.60	825.00	\$495.00
07/15/09	SSC	Review and revise cash collateral reply.	2.10	595.00	\$1,249.50
07/15/09	SSC	Telephone conference with J. Schramm re same.	0.40	595.00	\$238.00
07/15/09	SSC	Telephone conference with J. Schramm re same.	0.20	595.00	\$119.00
07/15/09	SSC	Further review and revision to cash collateral reply.	1.00	595.00	\$595.00
07/15/09	SSC	Coordinate filing of same.	0.30	595.00	\$178.50
07/15/09	SSC	Review, analysis and consideration re amended budget and	1.00	595.00	\$595.00

Invoice number 85172

73203 00002

Page 12

		coordinate filing of same.			
07/16/09	SSC	Review Akin Gump June 2009 invoice.	0.20	595.00	\$119.00
07/17/09	WD	Research re cash collateral.	0.30	495.00	\$148.50
07/17/09	SSC	Review and revise stipulation based on comments received.	0.50	595.00	\$297.50
07/28/09	SSC	Draft notice of filing of amended budget and correspondence with P. Dublin re same.	0.30	595.00	\$178.50
07/28/09	SSC	Review and finalize notice of amended budget for filing.	0.30	595.00	\$178.50
Task Code Total			17.80		\$10,159.00

General Creditors Comm. [B150]

07/10/09	SSC	Coordinate sending documents requested to committee counsel.	0.20	595.00	\$119.00
07/14/09	SSC	Telephone conference with J. Stang, P. Huygens, B. Axelrod re committee call.	1.00	595.00	\$595.00
Task Code Total			1.20		\$714.00

Hearing

07/09/09	MAM	Amend hearing agenda notice for the July 17, 2009 hearing.	1.30	195.00	\$253.50
07/10/09	MAM	Amend Notice of Agenda for July 17, 2009 hearing.	1.20	195.00	\$234.00
07/10/09	SSC	Review and revise hearing agenda.	0.20	595.00	\$119.00
07/13/09	MAM	Amend Notice of Agenda for July 17, 2009 hearing.	0.40	195.00	\$78.00
07/13/09	SSC	Analysis re hearing matters.	0.70	595.00	\$416.50
07/13/09	SSC	Review and revise agenda.	0.20	595.00	\$119.00
07/14/09	MAM	Revise Notice of Agenda for the July 17, 2009 hearing.	0.60	195.00	\$117.00
07/15/09	MAM	Revise Cash Collateral Hearing Binder Index.	0.30	195.00	\$58.50
07/15/09	MAM	Revise Hearing agenda for the July 17, 2009 hearing.	0.30	195.00	\$58.50
07/15/09	SSC	Review and revise hearing agenda to update status of matters.	0.40	595.00	\$238.00
07/15/09	SSC	Correspondence with A. Landis re same.	0.10	595.00	\$59.50
07/15/09	SSC	Review hearing agenda and prepare for hearing.	0.50	595.00	\$297.50
07/16/09	MAM	Create Amended Hearing Notice Agenda for the July 17, 2009 omnibus.	0.40	195.00	\$78.00
07/16/09	SSC	Direct D. Abadir re hearing outline needed.	0.20	595.00	\$119.00
07/16/09	DAA	Update hearing outline of S. Cho regarding 365(d)(4) motion.	0.70	395.00	\$276.50
07/17/09	SSC	Attend omnibus hearing telephonically.	1.00	595.00	\$595.00
07/20/09	SSC	Coordinate clearing off August 6th Omnibus hearing agenda.	0.20	595.00	\$119.00
Task Code Total			8.70		\$3,236.50

Invoice number 85172

73203 00002

Page 13

Insurance Coverage

07/02/09	IAWN	Review emails from Shirley Cho re SIR issue	0.50	695.00	\$347.50
07/09/09	IAWN	Review Shirley Cho emails re competing plan and SIR treatment	0.30	695.00	\$208.50
07/10/09	IAWN	Exchange emails with Shirley Cho re timing for call re SIR issues	0.10	695.00	\$69.50
07/12/09	IAWN	Review SIR issues presented in competing plan and debtors' proposed plan and analyze same with email to Shirley Cho re time to analyze	1.10	695.00	\$764.50
07/14/09	IAWN	Exchange emails and telephone calls with Shirley Cho re SIR issue and stay issue re equal treatment of insureds	0.70	695.00	\$486.50
07/15/09	IAWN	Review Jeff Kandel research and SIR issue and analyze same with respect to plan options	3.50	695.00	\$2,432.50

Task Code Total**6.20****\$4,309.00****Operations [B210]**

07/01/09	SSC	Telephone conference with T. Robinson and S. Procupchuk re bonds.	0.50	595.00	\$297.50
07/06/09	SSC	Analysis re outstanding insurance premium.	0.30	595.00	\$178.50
07/08/09	SSC	Telephone conference with P. Huygens re intercompany receivable and follow up re same.	0.80	595.00	\$476.00
07/14/09	WD	Emails with Gruchow re Nevada Energy stipulation.	0.20	495.00	\$99.00
07/14/09	WD	Emails with Hubbard re Nevada Energy stipulation.	0.20	495.00	\$99.00
07/20/09	SSC	Teleconference with S. McIntyre re UST fee calculations.	0.10	595.00	\$59.50
07/20/09	SSC	Correspondence with M. Hubbard re UST fee calculations.	0.10	595.00	\$59.50
07/23/09	SSC	Telephone conference with J. Schramm re cash position.	0.10	595.00	\$59.50
07/28/09	SSC	Teleconference with P. Huygens re lien claims (.2); review home sale order and correspondence with P. Huygens re same (.2).	0.40	595.00	\$238.00

Task Code Total**2.70****\$1,566.50****Plan & Disclosure Stmt. [B320]**

04/14/09	JIS	Telephone conference with Phil Dublin re possible terms of Plan.	0.50	825.00	\$412.50
07/01/09	AJK	Conference call re plan issues.	0.50	775.00	\$387.50
07/01/09	JIS	Meeting re plan term sheet and valuation issues.	1.30	825.00	\$1,072.50
07/01/09	SSC	Correspondence with P. Huygens re term sheet.	0.40	595.00	\$238.00
07/01/09	SSC	Telephone conference with company re business plan and modeling.	1.20	595.00	\$714.00
07/01/09	SSC	Follow up telephone conference with K. Wiles re plan..	0.40	595.00	\$238.00
07/01/09	SSC	Revise plan term sheet.	1.30	595.00	\$773.50

Invoice number 85172

73203 00002

Page 14

07/01/09	SSC	Telephone conference with P. Dublin re: plan term sheet.	0.10	595.00	\$59.50
07/01/09	SSC	Review and revise plan.	1.00	595.00	\$595.00
07/01/09	SSC	Correspondence with lenders re exclusivity extension.	0.20	595.00	\$119.00
07/02/09	JIS	Further review of term sheet and treatment of general unsecured creditors.	0.60	825.00	\$495.00
07/02/09	JIS	Review Plan classification/treatment issues.	0.80	825.00	\$660.00
07/02/09	SSC	Further correspondence with P. Dublin re extending deadline to respond to exclusivity extension motion.	0.10	595.00	\$59.50
07/02/09	SSC	Analysis re plan structure.	1.20	595.00	\$714.00
07/02/09	SSC	Review and revise plan term sheet.	0.80	595.00	\$476.00
07/02/09	SSC	Update disclosure statement.	1.00	595.00	\$595.00
07/02/09	SSC	Review and revise plan.	2.10	595.00	\$1,249.50
07/06/09	SSC	Review and revise plan.	2.30	595.00	\$1,368.50
07/06/09	SSC	Voice mail to T. Beckett re status.	0.10	595.00	\$59.50
07/06/09	SSC	Correspondence with P. Dublin re plan status.	0.10	595.00	\$59.50
07/07/09	JIS	Conference call with BA regarding equity plan.	0.80	825.00	\$660.00
07/07/09	SSC	Revise plan confirmation timeline and email to company re same.	0.50	595.00	\$297.50
07/07/09	SSC	Review and revise disclosure statement.	2.50	595.00	\$1,487.50
07/07/09	SSC	Telephone conference with B. Axelrod re plan.	1.00	595.00	\$595.00
07/07/09	SSC	Follow up re same.	0.30	595.00	\$178.50
07/07/09	SSC	Telephone conference with P. Huygens re: plan status.	0.50	595.00	\$297.50
07/07/09	SSC	Analysis re impasse.	0.90	595.00	\$535.50
07/08/09	AJK	Conference call re plan issues with clients and internal team.	0.80	775.00	\$620.00
07/08/09	JIS	Telephone conference with client regarding Plan issues (exclusivity and creditor treatment).	1.10	825.00	\$907.50
07/08/09	JIS	Meeting with client regarding plan issues.	2.60	825.00	\$2,145.00
07/08/09	MAM	Research for Shirley S. Cho regarding memorandum opinion relating to Single Asset Real Estate Cases.	0.90	195.00	\$175.50
07/08/09	SSC	Telephone conference with B. Axelrod re plan.	0.20	595.00	\$119.00
07/08/09	SSC	Telephone conference with T. Beckett re status of plan term sheet.	0.30	595.00	\$178.50
07/08/09	SSC	Telephone conference with P. Dublin re status of plan term sheet.	0.40	595.00	\$238.00
07/08/09	SSC	Correspondence with company re call needed to discuss plan term sheet.	0.20	595.00	\$119.00
07/08/09	SSC	Review and analyze revised plan term sheet from lenders.	1.30	595.00	\$773.50
07/08/09	SSC	Telephone conference with the company re same.	0.10	595.00	\$59.50
07/08/09	SSC	Correspondence with B. Axelrod re call on plan.	0.10	595.00	\$59.50
07/08/09	SSC	Telephone conference with T. Beckett re plan.	0.10	595.00	\$59.50
07/08/09	SSC	Telephone conference with B. Axelrod re plan.	0.80	595.00	\$476.00
07/08/09	SSC	Analysis re same.	0.50	595.00	\$297.50
07/08/09	SSC	Review plan term sheet from B. Axelrod.	1.40	595.00	\$833.00
07/09/09	AJK	Review opposition to motion to extend exclusivity.	0.30	775.00	\$232.50
07/09/09	SSC	Telephone conference with B. Axelrod re term sheet revisions.	0.90	595.00	\$535.50

Invoice number 85172

73203 00002

Page 15

07/09/09	SSC	Follow up analysis re same.	0.30	595.00	\$178.50
07/09/09	SSC	Telephone conference with B. Axelrod re term sheet.	0.20	595.00	\$119.00
07/09/09	SSC	Review and revise term sheet from P. Dublin.	0.70	595.00	\$416.50
07/09/09	SSC	Telephone conference with P. Huygens and J. Schramm re business plan.	0.50	595.00	\$297.50
07/09/09	SSC	Review opposition to exclusivity.	0.50	595.00	\$297.50
07/09/09	SSC	Outline response to same.	0.50	595.00	\$297.50
07/09/09	SSC	Review joinder by first lien agent.	0.20	595.00	\$119.00
07/09/09	SSC	Draft reply.	3.60	595.00	\$2,142.00
07/09/09	SSC	Review and revise further term sheet from B. Axelrod.	0.50	595.00	\$297.50
07/10/09	JIS	Telephone conference with committee re term sheet.	0.60	825.00	\$495.00
07/10/09	JIS	Telephone conference with S. Cho regarding exclusivity reply.	0.30	825.00	\$247.50
07/10/09	MAM	Research for Shirley S. Cho regarding Single Asset Real Estate motion.	0.50	195.00	\$97.50
07/10/09	DAA	Attention to emails of S. Cho regarding objection to exclusivity periods, and landlord service list.	0.40	395.00	\$158.00
07/10/09	DAA	Research case to be inserted in Debtors response to objection to exclusivity extension.	1.20	395.00	\$474.00
07/10/09	SSC	Revise reply to plan exclusivity extension motion.	1.00	595.00	\$595.00
07/10/09	SSC	Review and revise term sheet.	0.50	595.00	\$297.50
07/10/09	SSC	Review and analyze intercreditor agreement.	0.30	595.00	\$178.50
07/10/09	SSC	Correspondence with B. Axelrod re term sheet.	0.20	595.00	\$119.00
07/10/09	SSC	Telephone conference with B. Axelrod re term sheet and deposition accommodation.	0.50	595.00	\$297.50
07/10/09	SSC	Call with Committee counsel and Axelrod re term sheet.	1.00	595.00	\$595.00
07/10/09	SSC	Revise disclosure statement.	0.50	595.00	\$297.50
07/10/09	SSC	Further review and revisions to term sheet.	0.40	595.00	\$238.00
07/11/09	SSC	Review and revise disclosure statement.	0.50	595.00	\$297.50
07/12/09	JIS	Review exclusivity reply.	0.30	825.00	\$247.50
07/12/09	DAA	Research case law regarding policy reasons behind section 1121(d).	0.80	395.00	\$316.00
07/13/09	IAWN	Analyze sir issue re Relief from Stay Motion and impact on plan and treatment	0.90	695.00	\$625.50
07/13/09	IAWN	Review Shirley Cho and Robinson emails re tail and impact	0.20	695.00	\$139.00
07/13/09	AJK	Conference call with J. Schramm and S. Cho re cash collateral issues.	0.90	775.00	\$697.50
07/13/09	JIS	Meeting with OCC regarding term sheet.	1.70	825.00	\$1,402.50
07/13/09	SSC	Correspondence with company re same.	0.20	595.00	\$119.00
07/13/09	SSC	Analysis re plan term sheet.	1.20	595.00	\$714.00
07/13/09	SSC	Revise mediation letter and email to counsel re same.	0.30	595.00	\$178.50
07/13/09	SSC	Revise disclosure statement and email to committee re same.	0.70	595.00	\$416.50
07/13/09	SSC	Analysis re insurance claims treatment under plan.	0.50	595.00	\$297.50
07/13/09	SSC	Review and revise term sheet and email to B. Axelrod.	0.30	595.00	\$178.50
07/13/09	SSC	Review responses from T. Beckett and B. Axelrod re	0.20	595.00	\$119.00

Invoice number 85172

73203 00002

Page 16

		mediation.			
07/13/09	SSC	Telephone conference with J. Schramm re reply arguments.	1.00	595.00	\$595.00
07/13/09	SSC	Follow up re plan term sheet analysis needed.	0.50	595.00	\$297.50
07/14/09	JIS	Telephone conference with B. Axelrod re term sheet and discussions with OCC and FSLC.	0.10	825.00	\$82.50
07/14/09	SSC	Review and revise term sheet and send to Akin.	0.80	595.00	\$476.00
07/14/09	SSC	Telephone conference with T. Robinson re insurance.	0.50	595.00	\$297.50
07/14/09	SSC	Telephone conference with B. Axelrod re plan term sheet update.	0.30	595.00	\$178.50
07/14/09	SSC	Review and revise reply based on comments received.	4.00	595.00	\$2,380.00
07/14/09	SSC	Conference call with committee re plan status.	1.70	595.00	\$1,011.50
07/14/09	SSC	Follow up correspondence to company re same.	0.30	595.00	\$178.50
07/14/09	SSC	Telephone conference with T. Robinson re same.	0.20	595.00	\$119.00
07/14/09	SSC	Telephone conference with P. Huygens re follow up.	0.40	595.00	\$238.00
07/14/09	SSC	Coordinate research needed on plan insurance issue.	0.40	595.00	\$238.00
07/14/09	SSC	Telephone conference with I. Nasatir re insurance question.	0.20	595.00	\$119.00
07/15/09	JIS	Review hearing issues including plan treatments, exclusivity and cash collateral..	2.30	825.00	\$1,897.50
07/15/09	DAA	Research single asset real estate under bankruptcy code and case law; draft email summary to S. Cho.	1.30	395.00	\$513.50
07/15/09	DAA	Research self insured retention in 9th Circuit and Nevada state court; email cases to J. Kandel and S. Cho.	1.20	395.00	\$474.00
07/15/09	DAA	Attention to email of J. Kendel regarding self insured retention.	0.10	395.00	\$39.50
07/15/09	DAA	Attention to emails of S. Cho regarding single asset real estate and self insured retention issues.	0.20	395.00	\$79.00
07/15/09	DAA	Attention to email of S. Cho regarding single asset real estate.	0.20	395.00	\$79.00
07/15/09	SSC	Review letter from P. Dublin re mediation conditions.	0.20	595.00	\$119.00
07/15/09	SSC	Telephone conference with P. Huygens re response to same.	0.20	595.00	\$119.00
07/15/09	SSC	Draft response letter.	0.50	595.00	\$297.50
07/15/09	SSC	Review and revise exclusivity motion and coordinate filing of same.	1.00	595.00	\$595.00
07/15/09	SSC	Coordinate service of documents filed.	0.20	595.00	\$119.00
07/15/09	SSC	Correspondence with P. Dublin re call.	0.10	595.00	\$59.50
07/15/09	SSC	Correspondence with T. Beckett re status of plan issues.	0.20	595.00	\$119.00
07/15/09	SSC	Correspondence with B. Axelrod re status of plan issues.	0.20	595.00	\$119.00
07/15/09	JK	Research regarding applicability of Self-Insured retention in a Chapter 11 case.	4.70	525.00	\$2,467.50
07/15/09	JK	Prepare summary of analysis of Self-Insured Retention issue.	0.20	525.00	\$105.00
07/15/09	JK	Inter-office conference with James I. Stang regarding Self-Insured Retention and impact of bankruptcy.	0.30	525.00	\$157.50
07/15/09	JK	Review terms of Self-Insured Retention Endorsement and other policy provisions.	0.90	525.00	\$472.50

Invoice number 85172

73203 00002

Page 17

07/16/09	JIS	Telephone call from P. Dublin regarding mediation counterproposal.	0.20	825.00	\$165.00
07/16/09	JIS	Review mediation issues.	0.80	825.00	\$660.00
07/16/09	JIS	Continued call regarding Plan issues.	0.60	825.00	\$495.00
07/16/09	SSC	Teleconference with P. Dublin re mediation conditions (.3); strategize re same (.2).	0.50	595.00	\$297.50
07/16/09	SSC	Teleconference with B. Axelrod re proposal.	0.20	595.00	\$119.00
07/16/09	SSC	Teleconference with m. Somerstein re status.	0.20	595.00	\$119.00
07/16/09	SSC	Teleconference with T. Beckett re status.	0.20	595.00	\$119.00
07/16/09	SSC	Teleconference with company re mediation conditions from FLSC.	0.70	595.00	\$416.50
07/16/09	SSC	Follow up teleconference with P. Dublin.	0.20	595.00	\$119.00
07/16/09	SSC	Confer with company and analysis re counter offer to P. Dublin mediation conditions.	0.80	595.00	\$476.00
07/16/09	SSC	Review Stanley analysis.	0.20	595.00	\$119.00
07/16/09	SSC	Correspond with T. Beckett re plan.	0.10	595.00	\$59.50
07/16/09	JK	Research regarding Self-Insured retention clause and effect of bankruptcy.	0.60	525.00	\$315.00
07/17/09	SSC	Draft stipulation re plan exclusivity and cash collateral usage.	1.00	595.00	\$595.00
07/17/09	SSC	Revise order approving stipulation and email to A. Landis re same.	0.30	595.00	\$178.50
07/17/09	SSC	Revise stipulation and correspondence with counsel re same.	0.50	595.00	\$297.50
07/17/09	SSC	Coordinate filing stipulation.	0.30	595.00	\$178.50
07/17/09	SSC	Analysis re mediation follow up and approaching mediators.	0.30	595.00	\$178.50
07/17/09	SSC	Voicemail to J. Neiter.	0.10	595.00	\$59.50
07/20/09	SSC	Review correspondence re mediator availability.	0.10	595.00	\$59.50
07/20/09	SSC	Coordinate calling mediator re plan mediation request.	0.10	595.00	\$59.50
07/21/09	SSC	Review plan precedent re equity sponsored plan.	0.60	595.00	\$357.00
07/21/09	SSC	Analysis on insurance issues.	0.50	595.00	\$297.50
07/21/09	SSC	Correspondence with P. Dublin re mediators.	0.10	595.00	\$59.50
07/22/09	AJK	Review email to Dublin.	0.20	775.00	\$155.00
07/22/09	JIS	Meeting regarding Plan issues, including SIR treatment.	0.90	825.00	\$742.50
07/22/09	JIS	Review of Dix deposition and draft email re mediation.	2.40	825.00	\$1,980.00
07/22/09	JIS	Review comments to Dublin email on mediation.	0.20	825.00	\$165.00
07/22/09	SSC	Review and revise email to P. Dublin re plan status.	0.30	595.00	\$178.50
07/22/09	SSC	Analysis re insurance claims.	0.70	595.00	\$416.50
07/22/09	SSC	Analysis re plan issues.	1.10	595.00	\$654.50
07/23/09	JIS	Review issues regarding mediation rules.	0.30	825.00	\$247.50
07/23/09	SSC	Follow up re SIR insurance issue.	0.60	595.00	\$357.00
07/23/09	SSC	Correspondence with P. Dublin re mediator letter.	0.30	595.00	\$178.50
07/23/09	SSC	Revise mediator letter.	0.20	595.00	\$119.00
07/23/09	SSC	Telephone conference with B. Axelrod re plan negotiations.	0.30	595.00	\$178.50
07/23/09	SSC	Telephone conference with P. Dublin re same.	0.30	595.00	\$178.50

Invoice number 85172

73203 00002

Page 18

07/23/09	SSC	Follow up telephone conference with B. Axelrod re settlement offer.	0.20	595.00	\$119.00
07/23/09	SSC	Telephone conference with J. Neiter re mediation.	0.30	595.00	\$178.50
07/23/09	SSC	Further revisions to mediation letter based on comments received.	0.30	595.00	\$178.50
07/23/09	SSC	Correspondence with company re same.	0.20	595.00	\$119.00
07/23/09	SSC	Draft letter to J. Zive re mediation.	0.80	595.00	\$476.00
07/23/09	SSC	Correspondence with parties re mediation request.	0.20	595.00	\$119.00
07/24/09	IAWN	analyze plan sir treatment with cho and stang regarding equal treatment	0.50	695.00	\$347.50
07/24/09	IAWN	review plan language proposed by cho for analysis	0.20	695.00	\$139.00
07/24/09	JIS	Telephone conference with BA regarding discussions with FLSC.	0.20	825.00	\$165.00
07/24/09	WD	Research re substantive consolidation.	0.20	495.00	\$99.00
07/24/09	SSC	Teleconference with P. Huygens and J. Schramm re plan negotiations.	1.00	595.00	\$595.00
07/24/09	SSC	Email to mediators.	0.20	595.00	\$119.00
07/24/09	SSC	Revise mediation letter and correspondence with P. Dublin re same.	0.50	595.00	\$297.50
07/27/09	IAWN	analyze "sir tail" interpretation with aon regarding how policy works	0.80	695.00	\$556.00
07/27/09	IAWN	analyze cho comments re plan sir treatment	0.30	695.00	\$208.50
07/27/09	JIS	Office conference Richard M. Pachulski regarding mediation issues.	0.30	825.00	\$247.50
07/27/09	WD	Research re substantive consolidation.	0.20	495.00	\$99.00
07/27/09	SSC	Review correspondence re organizational call re mediation and email re same.	0.40	595.00	\$238.00
07/27/09	SSC	Draft letter to R. Neiter re documents requested.	1.00	595.00	\$595.00
07/27/09	SSC	Draft response email to R. Neiter re mediation dates.	0.30	595.00	\$178.50
07/27/09	SSC	Strategize re mediation.	0.40	595.00	\$238.00
07/28/09	SSC	Finalize letter to J. Neiter and review all attachments.	0.50	595.00	\$297.50
07/29/09	JIS	Mediation meeting with J. Neiter.	1.00	825.00	\$825.00
07/29/09	JIS	Review of mediation issues for call with mediator.	0.50	825.00	\$412.50
07/29/09	SSC	Attend portions of mediation call with R. Neiter.	0.70	595.00	\$416.50
07/29/09	SSC	Analysis re plan mediation.	0.50	595.00	\$297.50
07/30/09	JIS	Conference call with PH regarding mediation.	1.60	825.00	\$1,320.00
07/30/09	SSC	Review correspondence from Judge re mediation.	0.20	595.00	\$119.00
07/30/09	SSC	Teleconference with T. Robinson re insurance issues.	0.50	595.00	\$297.50
07/30/09	SSC	Teleconference with P. Huygens re mediation.	1.60	595.00	\$952.00
07/30/09	SSC	Analysis re insurance issue.	0.30	595.00	\$178.50
07/31/09	JIS	Review Rhodes proof of claim.	0.20	825.00	\$165.00
07/31/09	JIS	Review and comment on proposed treatment of SIR claims.	0.20	825.00	\$165.00
07/31/09	WD	Research re mediation brief.	0.60	495.00	\$297.00
07/31/09	WD	Preparation of mediation brief.	0.80	495.00	\$396.00
07/31/09	SSC	Review correspondence from R. Neiter re mediation and mediation guidelines.	0.40	595.00	\$238.00

Invoice number 85172

73203 00002

Page 19

07/31/09	SSC	Draft mediation outline.	1.00	595.00	\$595.00
07/31/09	SSC	Draft mediation brief.	5.50	595.00	\$3,272.50
07/31/09	SSC	Analysis re insurance.	0.50	595.00	\$297.50
Task Code Total			124.10		\$77,478.50

Travel

07/15/09	AJK	Travel to Las Vegas. (billed at 1/2 time)	2.20	775.00	\$1,705.00
07/17/09	AJK	Return travel. (billed at 1/2 time)	2.50	775.00	\$1,937.50
07/17/09	JIS	Return to Los Angeles from hearing on cash collateral, exclusivity. (billed at 1/2 time)	2.50	825.00	\$2,062.50
Task Code Total			7.20		\$5,705.00

Total professional services:**409.30****\$216,701.50****Costs Advanced:**

05/11/2009	BM	Business Meal [E111] LA Bite- Thai House, working meal, M. Wilson			\$19.74
06/05/2009	AF	Air Fare [E110] Southwest Airlines, LA/LAS/LA # 5262134061708, SSC			\$333.20
06/05/2009	AP	LAX Airport Parking, SSC			\$30.00
06/05/2009	AT	Auto Travel Expense [E109] Hertz Car Rental - LAS, SSC			\$127.48
06/05/2009	BM	Business Meal [E111] Starbucks, working meal, SSC			\$8.19
06/05/2009	BM	Business Meal [E111] Blue Burrito, working meal, SSC			\$3.44
06/05/2009	BM	Business Meal [E111] Yogis Teriyaki House- LAS, working meal, SSC			\$32.68
06/05/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$0.76
06/05/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$3.87
06/05/2009	TE	Travel Expense [E110] Travel Agency Fee, SSC			\$60.00
06/09/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$7.04
06/09/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$4.41
06/10/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$1.02
06/11/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$7.80
06/11/2009	CC	Conference Call [E105] AT&T Conference Call, AJK			\$8.16
06/12/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$4.39
06/15/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$2.25
06/15/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$5.31
06/16/2009	PO	73203.00002 :Postage Charges for 06-16-09			\$26.88
06/17/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$9.90
06/17/2009	CC	Conference Call [E105] AT&T Conference Call, SSC			\$7.55
06/18/2009	PO	73203.00002 :Postage Charges for 06-18-09			\$16.95

Page 20

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Invoice number 85172

73203 00002

Page 21

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Invoice number 85172

73203 00002

Page 22

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Invoice number 85172

73203 00002

Page 23

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07/14/2009	LN	73203.00002 Lexis Charges for 07-14-09	\$426.46
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07/14/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/14/2009	RE2	SCAN/COPY (64 @0.10 PER PG)	\$6.40
07/14/2009	WL	73203.00002 Westlaw Charges for 07-14-09	\$264.99
07/14/2009	WL	73203.00002 Westlaw Charges for 07-14-09	\$106.89
07/15/2009	AT	Auto Travel Expense [E109] Cab rides to and from airport and between office and court, JIS	\$100.00
07/15/2009	FE	73203.00002 FedEx Charges for 07-15-09	\$17.63
07/15/2009	HT	Hotel Expense [E110] - Wynn Las Vegas Hotel JIS	\$222.38
07/15/2009	LN	73203.00002 Lexis Charges for 07-15-09	\$97.11
07/15/2009	PAC	73203.00002 PACER Charges for 07-15-09	\$25.20
07/15/2009	RE	(AGR 10 @0.10 PER PG)	\$2.00
07/15/2009	RE	(AGR 18 @0.10 PER PG)	\$3.60
07/15/2009	RE	(DOC 431 @0.10 PER PG)	\$86.20
07/15/2009	RE	(AGR 155 @0.10 PER PG)	\$31.00
07/15/2009	RE	(AGR 4 @0.10 PER PG)	\$0.80
07/15/2009	RE	(DOC 57 @0.10 PER PG)	\$11.40
07/15/2009	RE	(DOC 377 @0.10 PER PG)	\$75.40
07/15/2009	RE	(DOC 360 @0.10 PER PG)	\$72.00
07/15/2009	RE	(DOC 427 @0.10 PER PG)	\$85.40
07/15/2009	RE	(EXH 22 @0.10 PER PG)	\$4.40
07/15/2009	RE	(DOC 23 @0.10 PER PG)	\$4.60
07/15/2009	RE	(DOC 114 @0.10 PER PG)	\$22.80
07/15/2009	RE	(AGR 75 @0.10 PER PG)	\$15.00
07/15/2009	RE	(AGR 18 @0.10 PER PG)	\$3.60
07/15/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/15/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/15/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/15/2009	RE2	SCAN/COPY (8 @0.10 PER PG)	\$0.80

Page 24

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Invoice number 85172

73203 00002

Page 25

07/15/2009	RE2	SCAN/COPY (7 @0.10 PER PG)	\$0.70
07/15/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/15/2009	RE2	SCAN/COPY (7 @0.10 PER PG)	\$0.70
07/15/2009	RE2	SCAN/COPY (4 @0.10 PER PG)	\$0.40
07/15/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/15/2009	RE2	SCAN/COPY (22 @0.10 PER PG)	\$2.20
07/15/2009	RE2	SCAN/COPY (6 @0.10 PER PG)	\$0.60
07/15/2009	RE2	SCAN/COPY (5 @0.10 PER PG)	\$0.50
07/15/2009	RE2	SCAN/COPY (6 @0.10 PER PG)	\$0.60
07/15/2009	TE	Travel Expense [E110] Meals, gas and tips, AJK	\$100.00
07/15/2009	WL	73203.00002 Westlaw Charges for 07-15-09	\$309.19
07/16/2009	AF	Air Fare [E110] - Southwest Airlines LA to Las Vegas JIS	\$333.20
07/16/2009	PAC	73203.00002 PACER Charges for 07-16-09	\$1.12
07/16/2009	RE	(CORRA 6 @0.10 PER PG)	\$0.60
07/16/2009	RE2	SCAN/COPY (67 @0.10 PER PG)	\$6.70
07/16/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/17/2009	AP	LAX Airport Parking Fee JIS	\$47.00
07/17/2009	BM	Business Meal [E111] - Terrance Point Cafe JIS	\$42.75
07/17/2009	HT	Hotel Expense [E110] - Wynn Hotel Las Vegas (2 nights) AJK	\$436.28
07/17/2009	IHM	73203.00002 In House Messenger charges for 07-17-09	\$31.64
07/17/2009	RE2	SCAN/COPY (58 @0.10 PER PG)	\$5.80
07/17/2009	RE2	SCAN/COPY (37 @0.10 PER PG)	\$3.70
07/17/2009	RE2	SCAN/COPY (147 @0.10 PER PG)	\$14.70
07/17/2009	RE2	SCAN/COPY (87 @0.10 PER PG)	\$8.70
07/17/2009	RE2	SCAN/COPY (21 @0.10 PER PG)	\$2.10
07/20/2009	IF	Incoming Faxes [E104]	\$1.20
07/20/2009	PAC	73203.00002 PACER Charges for 07-20-09	\$13.76
07/20/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/20/2009	RE2	SCAN/COPY (30 @0.10 PER PG)	\$3.00
07/20/2009	RE2	SCAN/COPY (62 @0.10 PER PG)	\$6.20
07/20/2009	RE2	SCAN/COPY (57 @0.10 PER PG)	\$5.70
07/20/2009	RE2	SCAN/COPY (62 @0.10 PER PG)	\$6.20
07/20/2009	RE2	SCAN/COPY (101 @0.10 PER PG)	\$10.10
07/20/2009	RE2	SCAN/COPY (57 @0.10 PER PG)	\$5.70
07/20/2009	RE2	SCAN/COPY (66 @0.10 PER PG)	\$6.60
07/20/2009	RE2	SCAN/COPY (95 @0.10 PER PG)	\$9.50
07/20/2009	RE2	SCAN/COPY (22 @0.10 PER PG)	\$2.20
07/21/2009	LN	73203.00002 Lexis Charges for 07-21-09	\$220.23
07/21/2009	LN	73203.00002 Lexis Charges for 07-21-09	\$350.33
07/21/2009	PAC	73203.00002 PACER Charges for 07-21-09	\$20.00
07/21/2009	RE2	SCAN/COPY (10 @0.10 PER PG)	\$1.00
07/21/2009	RE2	SCAN/COPY (5 @0.10 PER PG)	\$0.50
07/21/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30

Invoice number 85172

73203 00002

Page 26

07/22/2009	PAC	73203.00002 PACER Charges for 07-22-09	\$51.68
07/22/2009	RE	(DOC 414 @0.10 PER PG)	\$41.40
07/22/2009	RE2	SCAN/COPY (173 @0.10 PER PG)	\$17.30
07/22/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/22/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/22/2009	RE2	SCAN/COPY (4 @0.10 PER PG)	\$0.40
07/22/2009	RE2	SCAN/COPY (10 @0.10 PER PG)	\$1.00
07/22/2009	RE2	SCAN/COPY (4 @0.10 PER PG)	\$0.40
07/22/2009	RE2	SCAN/COPY (8 @0.10 PER PG)	\$0.80
07/23/2009	LN	73203.00002 Lexis Charges for 07-23-09	\$251.60
07/23/2009	PAC	73203.00002 PACER Charges for 07-23-09	\$11.36
07/23/2009	RE	(CORRA 88 @0.10 PER PG)	\$8.80
07/23/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/23/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/24/2009	PAC	73203.00002 PACER Charges for 07-24-09	\$6.72
07/24/2009	RE	(AGR 247 @0.10 PER PG)	\$24.70
07/24/2009	RE	(DOC 90 @0.10 PER PG)	\$9.00
07/24/2009	RE2	SCAN/COPY (49 @0.10 PER PG)	\$4.90
07/24/2009	RE2	SCAN/COPY (4 @0.10 PER PG)	\$0.40
07/24/2009	RE2	SCAN/COPY (4 @0.10 PER PG)	\$0.40
07/24/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/24/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/24/2009	RE2	SCAN/COPY (36 @0.10 PER PG)	\$3.60
07/24/2009	RE2	SCAN/COPY (23 @0.10 PER PG)	\$2.30
07/24/2009	RE2	SCAN/COPY (24 @0.10 PER PG)	\$2.40
07/24/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/24/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/24/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/25/2009	RE	Reproduction Expense. [E101] 30 pgs, WLR	\$6.00
07/25/2009	RE	Reproduction Expense. [E101] 41 pgs, WLR	\$8.20
07/25/2009	RE	Reproduction Expense. [E101] 66 pgs, WLR	\$13.20
07/25/2009	RE	Reproduction Expense. [E101] 104 pgs, WLR	\$20.80
07/27/2009	PAC	73203.00002 PACER Charges for 07-27-09	\$5.60
07/27/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/27/2009	RE2	SCAN/COPY (10 @0.10 PER PG)	\$1.00
07/27/2009	RE2	SCAN/COPY (34 @0.10 PER PG)	\$3.40
07/27/2009	RE2	SCAN/COPY (65 @0.10 PER PG)	\$6.50
07/27/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/27/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/27/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/27/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/27/2009	RE2	SCAN/COPY (39 @0.10 PER PG)	\$3.90
07/27/2009	RE2	SCAN/COPY (75 @0.10 PER PG)	\$7.50

Invoice number 85172

73203 00002

Page 27

07/27/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/27/2009	RE2	SCAN/COPY (75 @0.10 PER PG)	\$7.50
07/27/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/27/2009	RE2	SCAN/COPY (4 @0.10 PER PG)	\$0.40
07/28/2009	FE	73203.00002 FedEx Charges for 07-28-09	\$11.64
07/28/2009	PAC	73203.00002 PACER Charges for 07-28-09	\$33.76
07/28/2009	RE	Reproduction Expense. [E101] 32 pgs, WLR	\$6.40
07/28/2009	RE	(DOC 1326 @0.10 PER PG)	\$132.60
07/28/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/28/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/28/2009	RE2	SCAN/COPY (78 @0.10 PER PG)	\$7.80
07/28/2009	RE2	SCAN/COPY (21 @0.10 PER PG)	\$2.10
07/28/2009	RE2	SCAN/COPY (21 @0.10 PER PG)	\$2.10
07/28/2009	RE2	SCAN/COPY (77 @0.10 PER PG)	\$7.70
07/28/2009	RE2	SCAN/COPY (77 @0.10 PER PG)	\$7.70
07/28/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/28/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/28/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/28/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/28/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/28/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/28/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/28/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/28/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/28/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/28/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/28/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	FE	73203.00002 FedEx Charges for 07-29-09	\$7.44
07/29/2009	FE	73203.00002 FedEx Charges for 07-29-09	\$10.28
07/29/2009	FE	73203.00002 FedEx Charges for 07-29-09	\$7.44
07/29/2009	FE	73203.00002 FedEx Charges for 07-29-09	\$7.44
07/29/2009	PAC	73203.00002 PACER Charges for 07-29-09	\$10.32
07/29/2009	RE	(DOC 81 @0.10 PER PG)	\$8.10
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (44 @0.10 PER PG)	\$4.40
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (4 @0.10 PER PG)	\$0.40
07/29/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20

Invoice number 85172

73203 00002

Page 28

07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/29/2009	RE2	SCAN/COPY (6 @0.10 PER PG)	\$0.60
07/29/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/30/2009	PAC	73203.00002 PACER Charges for 07-30-09	\$0.08
07/30/2009	RE	(CORRA 8 @0.10 PER PG)	\$0.80
07/30/2009	RE	(CORRA 6 @0.10 PER PG)	\$0.60
07/30/2009	RE2	SCAN/COPY (25 @0.10 PER PG)	\$2.50
07/30/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/30/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10

Invoice number 85172

73203 00002

Page 29

07/30/2009	RE2	SCAN/COPY (2 @0.10 PER PG)	\$0.20
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/30/2009	RE2	SCAN/COPY (3 @0.10 PER PG)	\$0.30
07/31/2009	LN	73203.00002 Lexis Charges for 07-31-09	\$333.51
07/31/2009	PAC	73203.00002 PACER Charges for 07-31-09	\$2.72
07/31/2009	RE	(AGR 5 @0.10 PER PG)	\$0.50
07/31/2009	RE2	SCAN/COPY (22 @0.10 PER PG)	\$2.20
07/31/2009	RE2	SCAN/COPY (9 @0.10 PER PG)	\$0.90
07/31/2009	RE2	SCAN/COPY (5 @0.10 PER PG)	\$0.50
07/31/2009	RE2	SCAN/COPY (54 @0.10 PER PG)	\$5.40
07/31/2009	RE2	SCAN/COPY (71 @0.10 PER PG)	\$7.10
07/31/2009	RE2	SCAN/COPY (70 @0.10 PER PG)	\$7.00
07/31/2009	RE2	SCAN/COPY (6 @0.10 PER PG)	\$0.60
07/31/2009	RE2	SCAN/COPY (1 @0.10 PER PG)	\$0.10
07/31/2009	RE2	SCAN/COPY (6 @0.10 PER PG)	\$0.60

Total Expenses:

\$8,599.00**Summary:**

Total professional services	\$216,701.50
Total expenses	\$8,599.00
Net current charges	\$225,300.50

Net balance forward	\$104,819.53
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Total balance now due	\$330,120.03
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AJK	Kornfeld, Alan J.	39.30	775.00	\$30,457.50
AWC	Caine, Andrew W.	0.60	695.00	\$417.00
DAA	Abadir, David A.	13.30	395.00	\$5,253.50
GNB	Brown, Gillian N.	0.30	495.00	\$148.50
IAWN	Nasatir, Iain A. W.	20.10	695.00	\$13,969.50
JIS	Stang, James I.	34.60	825.00	\$28,545.00
JK	Kandel, Jeffrey	6.70	525.00	\$3,517.50
MAM	Matteo, Mike A.	23.00	195.00	\$4,485.00
MRS	Seidl, Michael R.	0.10	525.00	\$52.50
PJJ	Jeffries, Patricia J.	72.40	225.00	\$16,290.00
SSC	Cho, Shirley S.	151.10	595.00	\$89,904.50
WD	Disse, Werner	37.30	495.00	\$18,463.50
WLR	Ramseyer, William L.	10.50	495.00	\$5,197.50

Invoice number 85172

73203 00002

Page 30

409.30

\$216,701.50

Task Code Summary

		Hours	Amount
AC	Avoidance Actions	0.40	\$238.00
AD	Asset Disposition [B130]	19.40	\$9,836.00
BL	Bankruptcy Litigation [L430]	61.90	\$45,325.50
CA	Case Administration [B110]	4.60	\$1,537.00
CO	Claims Admin/Objections[B310]	114.20	\$37,621.00
CPO	Comp. of Prof./Others	6.80	\$3,476.00
EC	Executory Contracts [B185]	5.60	\$2,392.00
EE	Email Exchange	6.80	\$3,817.00
FE	Fee/Employment Application	14.20	\$6,789.00
FF	Financial Filings [B110]	7.50	\$2,501.50
FN	Financing [B230]	17.80	\$10,159.00
GC	General Creditors Comm. [B150]	1.20	\$714.00
HE	Hearing	8.70	\$3,236.50
IC	Insurance Coverage	6.20	\$4,309.00
OP	Operations [B210]	2.70	\$1,566.50
PD	Plan & Disclosure Stmt. [B320]	124.10	\$77,478.50
TR	Travel	7.20	\$5,705.00
		<hr/> 409.30	<hr/> \$216,701.50

Expense Code Summary

Air Fare [E110]	\$1,074.60
Airport Parking	\$107.00
Auto Travel Expense [E109]	\$227.48
Working Meals [E1	\$146.86
Conference Call [E105]	\$106.22
Federal Express [E108]	\$78.90
Hotel Expense [E110]	\$891.62
Incoming Faxes [E104]	\$1.20
IH- Messenger Service	\$31.64
Lexis/Nexis- Legal Research [E	\$3,075.90
Pacer - Court Research	\$264.56
Postage [E108]	\$67.48
Reproduction Expense [E101]	\$909.50
Reproduction/ Scan Copy	\$384.10
Travel Expense [E110]	\$260.00
Westlaw - Legal Research [E106	\$971.94
	<hr/> \$8,599.00

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85137** **73203 00003** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,064.25
Payments received since last invoice, last payment received -- August 4, 2009	<u>\$735.68</u>
Net balance forward	<u>\$328.57</u>

Re: Apache Framing LLC

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/21/09	MAM	Follow up telephone call with Wells Fargo regarding notice of claim withdrawal.	0.30	195.00	\$58.50
07/21/09	MAM	Draft letter to Wells Fargo regarding notice of claim withdrawal.	0.30	195.00	\$58.50
07/21/09	MAM	Draft notice of claim withdrawal regarding Wells Fargo claim.	0.30	195.00	\$58.50
Task Code Total			<u>1.10</u>		<u>\$220.50</u>

Total professional services: 1.10 **\$220.50**

Costs Advanced:

07/15/2009	RE	(DOC 56 @0.10 PER PG)	\$5.60
07/15/2009	RE2	SCAN/COPY (5 @0.10 PER PG)	\$0.50
07/21/2009	RE	(CORRA 14 @0.10 PER PG)	\$1.40
07/21/2009	RE	(CORR 1 @0.10 PER PG)	\$0.10

Total Expenses: **\$7.60**

Summary:

Invoice number **85137** 73203 00003Page **2**

Total professional services	\$220.50
Total expenses	\$7.60
Net current charges	\$228.10
Net balance forward	\$328.57
Total balance now due	\$556.67

MAM	Matteo, Mike A.	0.90	195.00	\$175.50
PJJ	Jeffries, Patricia J.	0.20	225.00	\$45.00
		<u>1.10</u>		<u>\$220.50</u>

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	1.10	\$220.50
		<u>1.10</u>	<u>\$220.50</u>

Expense Code Summary

Reproduction Expense [E101]	\$7.10
Reproduction/ Scan Copy	\$0.50
	<u>\$7.60</u>

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85138** **73203 00004** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$383.55
Payments received since last invoice, last payment received -- August 4, 2009	\$172.13
Net balance forward	<u>\$211.42</u>

Re: Batcave LP

Statement of Professional Services Rendered Through

07/31/2009

			Hours	Rate	Amount
		Claims Admin/Objections[B310]			
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
		Task Code Total	<u>0.20</u>		<u>\$45.00</u>
		Total professional services:	0.20		\$45.00

Summary:

Total professional services	<u>\$45.00</u>
Net current charges	\$45.00
Net balance forward	\$211.42
Total balance now due	\$256.42

PJJ	Jeffries, Patricia J.	0.20	225.00	<u>\$45.00</u>
		<u>0.20</u>		<u>\$45.00</u>

Invoice number 85138

73203 00004

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.20	\$45.00
		<hr/> 0.20	<hr/> \$45.00

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
11th Floor
Los Angeles, CA 90067

July 31, 2009

Invoice Number **85139** **73203 00005** **JIS**

Rhodes Homes
4730 South Fort Apache Road, Suite 300
Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$11,462.40
Payments received since last invoice, last payment received -- August 4, 2009	\$9,491.95
Net balance forward	<u>\$1,970.45</u>

Re: Bravo Inc.

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Bankruptcy Litigation [L430]					
07/06/09	SSC	Analysis re "refilled" Bravo relief from stay motion.	0.50	595.00	\$297.50
07/07/09	SSC	Review Bravo further stipulation for continuance.	0.10	595.00	\$59.50
07/09/09	SSC	Telephone conference with A. Landis re Harsch stipulation.	0.10	595.00	\$59.50
07/10/09	SSC	Coordinate filing of Harsch stipulation and order.	0.10	595.00	\$59.50
07/17/09	SSC	Review critical dates and teleconference with W. Disse re Harsch hearing.	0.20	595.00	\$119.00
07/21/09	SSC	Review Harsch continuance stipulation and order.	0.20	595.00	\$119.00
07/22/09	SSC	Correspondence with A. Landis re Harsch continuance stipulation.	0.10	595.00	\$59.50
07/22/09	SSC	Review Harsch opposition and strategize re same.	0.50	595.00	\$297.50
07/23/09	SSC	Review opposition to Harsch motion.	0.30	595.00	\$178.50
07/23/09	SSC	Correspondence with W. Disse re same.	0.20	595.00	\$119.00
Task Code Total			<u>2.30</u>		<u>\$1,368.50</u>

Claims Admin/Objections[B310]

07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/23/09	MAM	Draft notice of claim withdrawal regarding Wright Stanish & Winclker Bravo, Inc. claim.	0.30	195.00	\$58.50
Task Code Total			<u>0.50</u>		<u>\$103.50</u>

Invoice number 85139

73203 00005

Page 2

Stay Litigation [B140]

07/01/09	WD	Email Brown re Harsch stay motion.	0.10	495.00	\$49.50
07/01/09	WD	Research re Harsch stay motion.	0.20	495.00	\$99.00
07/01/09	WD	Email Robinson re Harsch stay motion.	0.10	495.00	\$49.50
07/02/09	WD	Analysis of new Harsch stay motion.	0.40	495.00	\$198.00
07/02/09	WD	Emails with Brown re Harsch stay motion.	0.20	495.00	\$99.00
07/06/09	WD	Research re Harsch stay motion.	0.40	495.00	\$198.00
07/06/09	WD	Emails with Brown re Harsch stay motion.	0.30	495.00	\$148.50
07/06/09	WD	Preparation of continuance stipulation.	0.60	495.00	\$297.00
07/07/09	WD	Research re Harsch stay motion.	0.10	495.00	\$49.50
07/07/09	WD	Teleconference with Brown re Harsch stay motion.	0.10	495.00	\$49.50
07/07/09	WD	Emails with Brown re Harsch stay motion.	0.20	495.00	\$99.00
07/07/09	WD	Preparation of continuance stipulation.	0.30	495.00	\$148.50
07/07/09	WD	Preparation of order re continuance stipulation.	0.30	495.00	\$148.50
07/14/09	WD	Research re Harsch stay motion.	0.20	495.00	\$99.00
07/14/09	WD	Emails with Brown re Harsch continuance order.	0.10	495.00	\$49.50
07/17/09	WD	Telephone call with Brown re Harsch stay motion and continuance.	0.20	495.00	\$99.00
07/20/09	WD	Analysis of new Harsch stay motion.	0.30	495.00	\$148.50
07/20/09	WD	Research re Harsch stay motion.	1.50	495.00	\$742.50
07/20/09	WD	Preparation of continuance stipulation.	0.40	495.00	\$198.00
07/20/09	WD	Preparation of order re continuance stipulation.	0.30	495.00	\$148.50
07/21/09	WD	Analysis of new Harsch stay motion.	0.30	495.00	\$148.50
07/21/09	WD	Research re Harsch stay motion.	3.20	495.00	\$1,584.00
07/21/09	WD	Preparation of opposition to Harsch stay motion.	0.70	495.00	\$346.50
07/21/09	WD	Emails with Brown re Harsch continuance order.	0.10	495.00	\$49.50
07/21/09	WD	Emails with Landis re Harsch stay stipulation and order.	0.10	495.00	\$49.50
07/21/09	WD	Preparation of continuance order.	0.10	495.00	\$49.50
07/22/09	WD	Research re Harsch stay motion.	3.10	495.00	\$1,534.50
07/22/09	WD	Preparation of opposition to Harsch stay motion.	4.00	495.00	\$1,980.00
07/22/09	WD	Email Landis re Harsch stay stipulation and order.	0.10	495.00	\$49.50
07/23/09	WD	Analysis of new Harsch stay motion.	0.10	495.00	\$49.50
07/23/09	WD	Research re Harsch stay motion.	1.10	495.00	\$544.50
07/23/09	WD	Preparation of opposition to Harsch stay motion and Robinson declaration.	3.60	495.00	\$1,782.00
07/23/09	WD	Email Landis re Harsch stay stipulation and order.	0.10	495.00	\$49.50
07/24/09	JIS	Review opposition to stay motion and discussion of SIR policy.	0.30	825.00	\$247.50
07/24/09	WD	Research re Harsch stay motion.	0.40	495.00	\$198.00
07/24/09	WD	Preparation of opposition to Harsch stay motion and Robinson declaration.	0.70	495.00	\$346.50
07/24/09	WD	Emails with Robinson re Harsch opposition.	0.10	495.00	\$49.50
07/24/09	WD	Telephone calls (2) with Litt re Elkhorn Springs relief from stay motion.	0.20	495.00	\$99.00

Invoice number 85139

73203 00005

Page 3

07/27/09	WD	Emails with Brown re Harsch opposition.	0.10	495.00	\$49.50
07/27/09	WD	Analysis of Elkhorn Springs relief from stay motion.	0.30	495.00	\$148.50
07/27/09	WD	Research Elkhorn Springs relief from stay motion.	0.20	495.00	\$99.00
07/29/09	WD	Email Landis re Harsch stay stipulation and order.	0.10	495.00	\$49.50
07/29/09	WD	Preparation of continuance order and stipulation for filing.	0.10	495.00	\$49.50
07/30/09	WD	Email Robinson re Harsch stay reply.	0.20	495.00	\$99.00

Task Code Total

25.60

\$12,771.00

Total professional services:

28.40

\$14,243.00

Summary:

Total professional services

\$14,243.00

Net current charges

\$14,243.00

Net balance forward

\$1,970.45

Total balance now due

\$16,213.45

JIS	Stang, James I.	0.30	825.00	\$247.50
MAM	Matteo, Mike A.	0.30	195.00	\$58.50
PJJ	Jeffries, Patricia J.	0.20	225.00	\$45.00
SSC	Cho, Shirley S.	2.30	595.00	\$1,368.50
WD	Disse, Werner	25.30	495.00	\$12,523.50
		28.40		\$14,243.00

Task Code Summary

		Hours	Amount
BL	Bankruptcy Litigation [L430]	2.30	\$1,368.50
CO	Claims Admin/Objections[B310]	0.50	\$103.50
SL	Stay Litigation [B140]	25.60	\$12,771.00
		28.40	\$14,243.00

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85140** **73203 00006** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,070.40
Payments received since last invoice, last payment received -- August 4, 2009	\$745.88
Net balance forward	<u>\$324.52</u>

Re: C&J Holdings, Inc.

Statement of Professional Services Rendered Through**07/31/2009**

			Hours	Rate	Amount
Bankruptcy Litigation [L430]					
07/29/09	SSC	Review Genato summons and correspondence with T. Robinson re same.	0.30	595.00	\$178.50
07/29/09	SSC	Teleconference with P. Chasey re automatic stay.	0.20	595.00	\$119.00
Task Code Total			<u>0.50</u>		<u>\$297.50</u>
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
Task Code Total			<u>0.20</u>		<u>\$45.00</u>
Total professional services:			0.70		\$342.50

Summary:

Total professional services	\$342.50
Net current charges	<u>\$342.50</u>
Net balance forward	\$324.52
Total balance now due	\$667.02

Invoice number 85140

73203 00006

Page 2

PJJ	Jeffries, Patricia J.	0.20	225.00	\$45.00
SSC	Cho, Shirley S.	0.50	595.00	\$297.50
		<u>0.70</u>		<u>\$342.50</u>

Task Code Summary

		Hours	Amount
BL	Bankruptcy Litigation [L430]	0.50	\$297.50
CO	Claims Admin/Objections[B310]	0.20	\$45.00
		<u>0.70</u>	<u>\$342.50</u>

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85141** **73203 00007** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$394.05
Payments received since last invoice, last payment received -- August 4, 2009	\$172.13
Net balance forward	<u>\$221.92</u>

Re: Chalkline LP

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
		Claims Admin/Objections[B310]			
07/06/09	PJJ	Update claims analysis	0.10	225.00	\$22.50
		Task Code Total	<u>0.10</u>		<u>\$22.50</u>
		Total professional services:	0.10		\$22.50

Summary:

Total professional services	<u>\$22.50</u>
Net current charges	\$22.50
Net balance forward	\$221.92
Total balance now due	\$244.42

PJJ	Jeffries, Patricia J.	<u>0.10</u>	225.00	<u>\$22.50</u>
		0.10		\$22.50

Invoice number 85141

73203 00007

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.10	\$22.50
		<hr/> 0.10	<hr/> \$22.50

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
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July 31, 2009

Invoice Number **85142** **73203 00008** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,124.70
Payments received since last invoice, last payment received -- August 4, 2009	\$803.25
Net balance forward	<u>\$321.45</u>

Re: Elkhorn Investments Inc.

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/23/09	PJJ	Prepare list of homeowners for Omni	0.40	225.00	\$90.00
Task Code Total			<u>0.60</u>		<u>\$135.00</u>
Total professional services:			0.60		\$135.00

Summary:

Total professional services	<u>\$135.00</u>
Net current charges	\$135.00
Net balance forward	\$321.45
Total balance now due	\$456.45

PJJ	Jeffries, Patricia J.	<u>0.60</u>	225.00	<u>\$135.00</u>
		0.60		\$135.00

Invoice number 85142

73203 00008

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.60	\$135.00
		<hr/> 0.60	<hr/> \$135.00

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85143** **73203 00009** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$392.47
Payments received since last invoice, last payment received -- August 4, 2009	\$172.13
Net balance forward	<u>\$220.34</u>

Re: Elkhorn Partners

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
	Claims Admin/Objections[B310]				
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/23/09	PJJ	Prepare list of homeowner claimants for Omni	0.40	225.00	\$90.00
	Task Code Total		<u>0.60</u>		<u>\$135.00</u>
	Total professional services:		0.60		\$135.00

Summary:

Total professional services	<u>\$135.00</u>
Net current charges	\$135.00
Net balance forward	\$220.34
Total balance now due	\$355.34

PJJ	Jeffries, Patricia J.	<u>0.60</u>	225.00	<u>\$135.00</u>
		0.60		\$135.00

Invoice number 85143

73203 00009

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.60	\$135.00
		<hr/> 0.60	<hr/> \$135.00

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85144** **73203 00010** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,010.40
Payments received since last invoice, last payment received -- August 4, 2009	\$707.63
Net balance forward	<u>\$302.77</u>

Re: Geronimo Plumbing LLC

Statement of Professional Services Rendered Through**07/31/2009**

			Hours	Rate	Amount
		Claims Admin/Objections[B310]			
07/06/09	PJJ	Update claims analysis	0.10	225.00	\$22.50
		Task Code Total	<u>0.10</u>		<u>\$22.50</u>
		Total professional services:	0.10		\$22.50

Summary:

Total professional services	<u>\$22.50</u>
Net current charges	\$22.50
Net balance forward	\$302.77
Total balance now due	\$325.27

PJJ	Jeffries, Patricia J.	0.10	225.00	<u>\$22.50</u>
		<u>0.10</u>		<u>\$22.50</u>

Invoice number 85144

73203 00010

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.10	\$22.50
		<hr/> 0.10	<hr/> \$22.50

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85145** **73203 00011** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,262.85
Payments received since last invoice, last payment received -- August 4, 2009	\$879.75
Net balance forward	<u>\$383.10</u>

Re: Glynda LP

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
		Claims Admin/Objections[B310]			
07/06/09	PJJ	Update claims analysis	0.10	225.00	\$22.50
		Task Code Total	<u>0.10</u>		<u>\$22.50</u>
		Total professional services:	0.10		\$22.50

Summary:

Total professional services	<u>\$22.50</u>
Net current charges	\$22.50
Net balance forward	\$383.10
Total balance now due	\$405.60

PJJ	Jeffries, Patricia J.	0.10	225.00	\$22.50
		<u>0.10</u>		<u>\$22.50</u>

Invoice number 85145

73203 00011

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.10	\$22.50
		<hr/> 0.10	<hr/> \$22.50

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85146** **73203 00012** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,082.85
Payments received since last invoice, last payment received -- August 4, 2009	\$784.13
Net balance forward	<u>\$298.72</u>

Re: Gung-Ho Concrete LLC

Statement of Professional Services Rendered Through**07/31/2009**

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
Task Code Total			<u>0.20</u>		<u>\$45.00</u>
Financial Filings [B110]					
07/21/09	PJJ	Draft further amended Schedules	0.50	225.00	\$112.50
Task Code Total			<u>0.50</u>		<u>\$112.50</u>
Total professional services:			0.70		\$157.50

Summary:

Total professional services	<u>\$157.50</u>
Net current charges	\$157.50
Net balance forward	\$298.72
Total balance now due	\$456.22

Invoice number 85146

73203 00012

Page 2

PJJ	Jeffries, Patricia J.	0.70	225.00	\$157.50
		<u>0.70</u>		<u>\$157.50</u>

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.20	\$45.00
FF	Financial Filings [B110]	0.50	\$112.50
		<u>0.70</u>	<u>\$157.50</u>

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85147** **73203 00013** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009

\$1,297.27

Payments received since last invoice, last payment received -- August 4, 2009

\$765.00

Net balance forward

\$532.27

Re: Heritage Land Company LLC

Statement of Professional Services Rendered Through

07/31/2009

Hours Rate Amount

Claims Admin/Objections[B310]

07/06/09 PJJ Update claims analysis

0.20

225.00

\$45.00

Task Code Total

0.20

\$45.00

Total professional services:

0.20

\$45.00

Summary:

Total professional services

\$45.00

Net current charges

\$45.00

Net balance forward

\$532.27

Total balance now due

\$577.27

PJJ Jeffries, Patricia J.

0.20

225.00

\$45.00

0.20

\$45.00

Invoice number 85147

73203 00013

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.20	\$45.00
		<hr/> 0.20	<hr/> \$45.00

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85148** **73203 00014** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$378.52
Payments received since last invoice, last payment received -- August 4, 2009	\$172.13
Net balance forward	<u>\$206.39</u>

Re: Jackknife LP

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.10	225.00	\$22.50
Task Code Total			<u>0.10</u>		<u>\$22.50</u>
Total professional services:			0.10		\$22.50

Summary:

Total professional services	<u>\$22.50</u>
Net current charges	\$22.50
Net balance forward	\$206.39
Total balance now due	\$228.89

PJJ	Jeffries, Patricia J.	<u>0.10</u>	225.00	<u>\$22.50</u>
		0.10		\$22.50

Invoice number 85148

73203 00014

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.10	\$22.50
		<hr/> 0.10	<hr/> \$22.50

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85149** **73203 00015** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$992.32
Payments received since last invoice, last payment received -- August 4, 2009	\$688.50
Net balance forward	<u>\$303.82</u>

Re: Jarupa LLC

Statement of Professional Services Rendered Through

07/31/2009

			Hours	Rate	Amount
		Claims Admin/Objections[B310]			
07/06/09	PJJ	Update claims analysis	0.10	225.00	\$22.50
		Task Code Total	<u>0.10</u>		<u>\$22.50</u>
		Total professional services:	0.10		\$22.50

Summary:

Total professional services	<u>\$22.50</u>
Net current charges	\$22.50
Net balance forward	\$303.82
Total balance now due	\$326.32

PJJ	Jeffries, Patricia J.	0.10	225.00	<u>\$22.50</u>
		<u>0.10</u>		<u>\$22.50</u>

Invoice number 85149

73203 00015

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.10	\$22.50
		<hr/> 0.10	<hr/> \$22.50

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85150** **73203 00016** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,122.00
Payments received since last invoice, last payment received -- August 4, 2009	\$784.13
Net balance forward	<u>\$337.87</u>

Re: Overflow LP

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
		Claims Admin/Objections[B310]			
07/06/09	PJJ	Update claims analysis	0.10	225.00	\$22.50
		Task Code Total	<u>0.10</u>		<u>\$22.50</u>
		Total professional services:	0.10		\$22.50

Summary:

Total professional services	<u>\$22.50</u>
Net current charges	\$22.50
Net balance forward	\$337.87
Total balance now due	\$360.37

PJJ	Jeffries, Patricia J.	0.10	225.00	<u>\$22.50</u>
		<u>0.10</u>		<u>\$22.50</u>

Invoice number 85150

73203 00016

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.10	\$22.50
		<hr/> 0.10	<hr/> \$22.50

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85151** **73203 00017** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,418.25
Payments received since last invoice, last payment received -- August 4, 2009	\$994.50
Net balance forward	<u>\$423.75</u>

Re: Parcel 20 LLC

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/23/09	PJJ	Prepare list of homeowner claimants for Omni	0.40	225.00	\$90.00
Task Code Total			<u>0.60</u>		<u>\$135.00</u>
Total professional services:			0.60		\$135.00

Summary:

Total professional services	<u>\$135.00</u>
Net current charges	\$135.00
Net balance forward	\$423.75
Total balance now due	\$558.75

PJJ	Jeffries, Patricia J.	<u>0.60</u>	225.00	<u>\$135.00</u>
		0.60		\$135.00

Invoice number 85151

73203 00017

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.60	\$135.00
		<hr/> 0.60	<hr/> \$135.00

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85152** **73203 00018** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,785.20
Payments received since last invoice, last payment received -- August 4, 2009	\$776.48
Net balance forward	<u>\$1,008.72</u>

Re: Pinnacle Grading LLC

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/22/09	MAM	Draft objection to claim of Randal Garofalo.	1.80	195.00	\$351.00
Task Code Total			<u>2.00</u>		<u>\$396.00</u>
Operations [B210]					
07/17/09	SSC	Attention to Caterpillar lease issue.	0.10	595.00	\$59.50
07/28/09	SSC	Correspondence with Company re Caterpillar lease (.4); email to N. Baig (Caterpillar counsel) re same (.2).	0.60	595.00	\$357.00
Task Code Total			<u>0.70</u>		<u>\$416.50</u>
Total professional services:			2.70		\$812.50

Costs Advanced:

07/22/2009	RE2	SCAN/COPY (6 @0.10 PER PG)	\$0.60
Total Expenses:			\$0.60

Summary:

Invoice number 85152

73203 00018

Page 2

Total professional services	\$812.50
Total expenses	\$0.60
Net current charges	\$813.10
Net balance forward	\$1,008.72
Total balance now due	\$1,821.82

MAM	Matteo, Mike A.	1.80	195.00	\$351.00
PJJ	Jeffries, Patricia J.	0.20	225.00	\$45.00
SSC	Cho, Shirley S.	0.70	595.00	\$416.50
		<u>2.70</u>		<u>\$812.50</u>

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	2.00	\$396.00
OP	Operations [B210]	0.70	\$416.50
		<u>2.70</u>	<u>\$812.50</u>

Expense Code Summary

Reproduction/ Scan Copy	\$0.60
	<u>\$0.60</u>

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10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85153** **73203 00019** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$1,195.05
Payments received since last invoice, last payment received -- August 4, 2009	\$822.38
Net balance forward	<u>\$372.67</u>

Re: Rhodes Arizona Properties LLC

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
Task Code Total			<u>0.20</u>		<u>\$45.00</u>
Total professional services:			0.20		\$45.00

Summary:

Total professional services	<u>\$45.00</u>
Net current charges	\$45.00
Net balance forward	\$372.67
Total balance now due	\$417.67

PJJ	Jeffries, Patricia J.	0.20	225.00	\$45.00
		<u>0.20</u>		<u>\$45.00</u>

Invoice number 85153

73203 00019

Page 2

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.20	\$45.00
		<hr/> 0.20	<hr/> \$45.00

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10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85154** **73203 00020** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$2,536.65
Payments received since last invoice, last payment received -- August 4, 2009	\$1,860.23
Net balance forward	<u>\$676.42</u>

Re: Rhodes Homes Arizona LLC

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Claims Admin/Objections[B310]					
07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/23/09	MAM	Draft notice of claim withdrawal Wright Stanish & Winclker Rhodes Homes Arizona claim.	0.30	195.00	\$58.50
07/23/09	PJJ	Prepare list of homeowner claimants fro Omni	0.40	225.00	\$90.00
Task Code Total			<u>0.90</u>		<u>\$193.50</u>
Financial Filings [B110]					
07/21/09	PJJ	Draft further amended schedules	0.50	225.00	\$112.50
Task Code Total			<u>0.50</u>		<u>\$112.50</u>
Total professional services:			1.40		\$306.00

Summary:

Total professional services	<u>\$306.00</u>
Net current charges	\$306.00
Net balance forward	\$676.42

Invoice number 85154

73203 00020

Page 2

Total balance now due

\$982.42

MAM	Matteo, Mike A.	0.30	195.00	\$58.50
PJJ	Jeffries, Patricia J.	1.10	225.00	\$247.50
		<u>1.40</u>		<u>\$306.00</u>

Task Code Summary

		Hours	Amount
CO	Claims Admin/Objections[B310]	0.90	\$193.50
FF	Financial Filings [B110]	0.50	\$112.50
		<u>1.40</u>	<u>\$306.00</u>

PACHULSKI STANG ZIEHL & JONES LLP

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

July 31, 2009

Invoice Number **85173** **73203 00021** **JIS**

Rhodes Homes
 4730 South Fort Apache Road, Suite 300
 Las Vegas, Nevada 89147

Balance forward as of last invoice, dated: June 30, 2009	\$11,231.95
Payments received since last invoice, last payment received -- August 4, 2009	<u>\$7,658.93</u>
Net balance forward	\$3,573.02

Re: Rhodes Design and Development Corporation

Statement of Professional Services Rendered Through 07/31/2009

			Hours	Rate	Amount
Bankruptcy Litigation [L430]					
07/01/09	SSC	Email to G. Brown re Fulks settlement.	0.10	595.00	\$59.50
07/01/09	SSC	Telephone conference with E. Ransavage re Fulks.	0.10	595.00	\$59.50
07/06/09	SSC	Review and analysis re Fulks stipulation.	0.30	595.00	\$178.50
07/20/09	GNB	Review letter form Eric Ransavage regarding relief from stay and email Shirley S. Cho regarding same.	0.10	495.00	\$49.50
07/20/09	SSC	Review letter from E. Ransavage re lift stay.	0.10	595.00	\$59.50
07/21/09	GNB	Review proposed stipulation concerning relief from stay for Fulks settlement.	0.10	495.00	\$49.50
07/21/09	SSC	Review Fulks stipulation and correspondence with company re same.	0.30	595.00	\$178.50
07/27/09	SSC	Review Kitec fitting litigation and email T. Robinson re same.	0.30	595.00	\$178.50
07/28/09	SSC	Teleconference with T. Robinson re Kitec stipulation.	0.50	595.00	\$297.50
07/28/09	SSC	Email to Kitec counsel re letter.	0.10	595.00	\$59.50
07/29/09	SSC	Email to Fulks counsel re stipulation.	0.20	595.00	\$119.00
07/29/09	SSC	Email to Kitec counsel re stipulation.	0.20	595.00	\$119.00
Task Code Total			<u>2.40</u>		<u>\$1,408.00</u>

Claims Admin/Objections[B310]

07/06/09	PJJ	Update claims analysis	0.20	225.00	\$45.00
07/08/09	MAM	Draft letter and notice of claim withdrawal to Mark Jerue.	0.40	195.00	\$78.00

Invoice number 85173

73203 00021

Page 2

07/08/09	MAM	Draft letter and Notice of Claim Withdrawal to Peacock Mountain Ranch Association.	0.40	195.00	\$78.00
07/23/09	MAM	Draft objection to claim of Mark Jerue.	0.40	195.00	\$78.00
07/23/09	MAM	Draft Order sustaining objection to Mark Jerue's claim.	0.30	195.00	\$58.50
07/23/09	MAM	Draft declaration in support of claim objection versus Mark Jerue.	0.30	195.00	\$58.50
07/23/09	MAM	Draft Notice of hearing regarding Jerue claim objection.	0.30	195.00	\$58.50
07/23/09	PJJ	Prepare list of homeowner claimants for Omni	0.40	225.00	\$90.00
Task Code Total			2.70		\$544.50

Operations [B210]

07/01/09	SSC	Correspond with potential Nevada counsel re state contractor's board.	0.10	595.00	\$59.50
07/01/09	SSC	Telephone conference with T. Robinson re same.	0.20	595.00	\$119.00
07/07/09	SSC	Review state contractors' board letter and analysis re same.	0.30	595.00	\$178.50
07/07/09	SSC	Telephone conference with J. Schramm re: same.	0.10	595.00	\$59.50
07/13/09	SSC	Review letter from Nevada State Contractor's board.	0.10	595.00	\$59.50
07/13/09	SSC	Telephone conference with T. Robinson re same.	0.20	595.00	\$119.00
07/16/09	SSC	Review three letters from the Nevada State Contractors' board re reporting requested.	0.30	595.00	\$178.50
07/21/09	MAM	Pacer research for Shirley S. Cho regarding approval of settlement agreement with Nevada State Contractors Board.	0.30	195.00	\$58.50
07/21/09	SSC	Teleconference with T. Robinson re state contractor's board.	0.20	595.00	\$119.00
07/21/09	SSC	Correspondence with J. Schramm re same.	0.20	595.00	\$119.00
07/21/09	SSC	Review Woodside settlement re state contractor's board and correspondence with the company re same.	0.50	595.00	\$297.50
07/22/09	SSC	Analysis re Nevada State Contractor's Board settlement.	0.40	595.00	\$238.00
07/22/09	SSC	Revise settlement motion.	0.80	595.00	\$476.00
07/27/09	SSC	Teleconference with T. Robinson re Nevada State Contractors' Board.	0.20	595.00	\$119.00
Task Code Total			3.90		\$2,200.50

Total professional services:

9.00

\$4,153.00**Costs Advanced:**

06/22/2009	CC	Conference Call [E105] AT&T Conference Call, JIS		\$4.79
07/08/2009	RE	(DOC 276 @0.10 PER PG)		\$27.60
07/08/2009	RE2	SCAN/COPY (1 @0.10 PER PG)		\$0.10
07/08/2009	RE2	SCAN/COPY (1 @0.10 PER PG)		\$0.10
07/08/2009	RE2	SCAN/COPY (2 @0.10 PER PG)		\$0.20